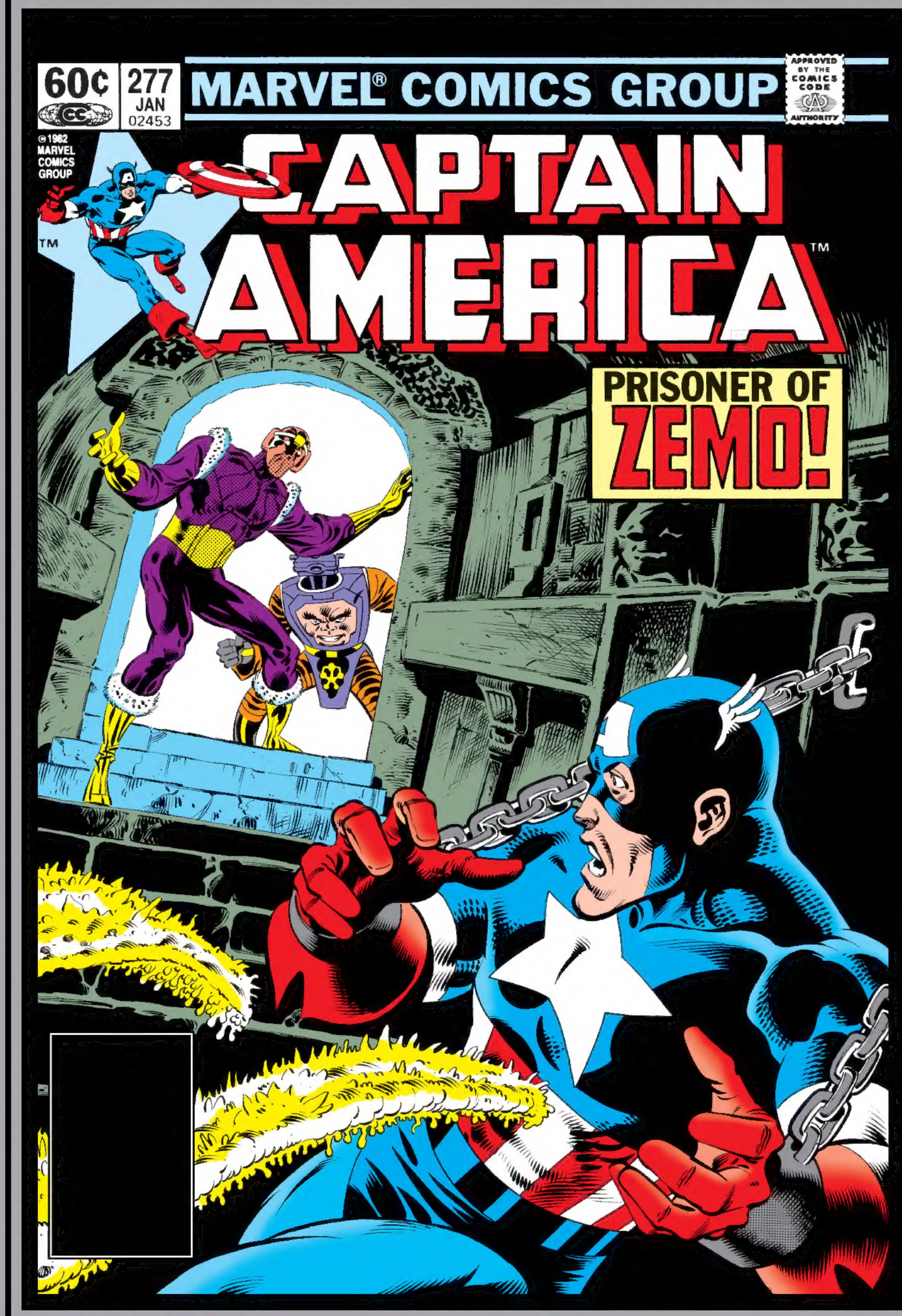
MARVEL MASTERWORKS
CAPTAIN AMERICA
VOLUME 16



CAPTAIN AMERICA Nos. 270-280 & ANNUAL No. 6

J.M. DEMATTEIS & MIKE ZECK

WITH DAVID ANTHONY KRAFT

MARVEL MASTERWORKS

PRESENTS

CAPTAIN AMERICA

VOLUME 16

COLLECTING

CAPTAIN AMERICA Nos. 270-280

& ANNUAL No. 6

J.M. DEMATTEIS • MIKE ZECK

WITH DAVID ANTHONY KRAFT

Collection Editor
Cory Sedlmeier

Book Design
Nickel DesignWorks

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David Gabriel

Sr. Manager, Digital
Tim Smith 3

Digital Production
Meghan O'Leary & Rachel Young

Editor in Chief
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CREDITS

CAPTAIN AMERICA
Nos. 270-280 & ANNUAL No. 6

Writers: **J.M. DeMatteis**
(Nos. 270, 272, 275-280, Annual No. 6)
David Anthony Kraft (Nos. 271, 273, 274)

Pencilers/Layouts: **Mike Zeck** (Nos. 270, 272-280)
Alan Kupperberg (No. 271)
Ron Wilson (*Annual* No. 6)

Inkers/Finishers: John Beatty (Nos. 270-280)
Ricardo Villamonte (No. 270)
Vince Colletta (No. 270, *Annual* No. 6)
Jack Abel (No. 271)
Mike Esposito (No. 271)
Josef Rubinstein (Nos. 271, 277)

Letterers: Jim Novak (Nos. 270, 273)
Rick Parker (Nos. 271, 272, 277)
Janice Chiang (No. 274)
Jack Morelli (Nos. 275-280)
Michael Higgins (No. 276)
Diana Albers (*Annual* No. 6)

Colorists: Bob Sharen (Nos. 270, 272-274, 276-280)
Christie Scheele (No. 271)
Don Warfield (No. 275, *Annual* No. 6)

Editors: Jim Salicrup (Nos. 270, 271)
Mark Gruenwald (Nos. 272-280, *Annual* No .6)

Color & Art Reconstruction: All Thumbs Creative (Nos. 270-280, *Annual* No. 6)

Special Thanks: Michael Dunne, Randolph Hoppe, Steve Kriozere, Ralph Macchio & Luke McDonnell

CAPTAIN AMERICA CREATED BY JOE SIMON & JACK KIRBY

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INTRODUCTION
BY J.M. DEMATTEIS

I have a *lot* to say about the stories collected in this volume, and about the many people, both real and fictional, who helped shape them. And I have to start with…

Mike Zeck and John Beatty

I don't care how good a comic book story is, if a writer doesn't have a superb art team to bring it to life, it's simply not going to work. I've had great stories of mine collapse under the weight of the wrong artist and I've had mediocre stories lifted to undreamed of heights by brilliant visual storytelling. And if you're looking for brilliant visual storytelling, Mike Zeck is your guy.

It took a few issues for Zeck and I to find each other, for our creative voices to blend, but, when they did, our creative collaboration became, and remains, one of the finest of my long career. There are a handful of super hero artists as good as Mike, but there are none better. (An added bonus: Mike is an extraordinarily nice guy. Over time we became friends as well as collaborators.)

But just as a writer and artist need to find that magical balance, so do a penciler and inker. John Beatty's beautiful line work, his ability to add mood and mystery, power and grace to Mike's work made for one of the great penciler-inker teams of the 1980s.

Mark Gruenwald

When editor Jim Salicrup handed the *Captain America* reins over to Mark, I couldn't have been happier. (Zeck and I reunited with Jim—another candidate for the Nicest Guy in Comics—a few years later for *Kraven's Last Hunt*, but that's another introduction for another time.) Mark was one of the first editors I worked with at Marvel—back when he was Denny O'Neil's assistant on *Marvel Team-Up*—and, from the start, he was warm and welcoming, smart and immensely creative. More than that: *he loved comics.* So do you, I'm sure. So do I. But Mark loved them with an almost transcendent passion, an unbounded enthusiasm that spilled over into everything he did. He was an exuberant, supportive editor—always there to cheer me on when the stories were clicking or guide me back to safety if they were careening off the track—who made working on *Captain America* even more of a dream gig.

I treasure my memories of working with Mark—who left us, far too soon, when he was only 43 (it seemed young then, it seems so much younger now)—and feel his loss to this day.

Arnie Roth

Arnie Roth—Steve Rogers' childhood best friend—made his debut in *Captain America* #270. Arnie was one of the first gay characters in mainstream comics but, in bringing him into the story, I wasn't trying to break new ground or Make A Major Statement About The Burning Issues Of The Day. In fact, to my mind, bringing Arnie in *wasn't* breaking new ground. Captain America represented *all of America.* His partner, the Falcon, was a Black man, his girlfriend, Bernie Rosenthal, was Jewish. Why wouldn't Steve have a dear friend who was gay? And why wouldn't he accept Arnie—and his relationship with his "roommate" Michael (it was the early 1980s, we had to tread carefully; thank God no such treading is necessary today)—with open arms. It felt natural, absolutely true to our main character's all-embracing world view. So I guess you could say it was *Steve* who brought Arnie into the story, not me. I just followed his lead.

Over the years, many people have told me just how much Arnie meant to them; how important it was to see themselves reflected, with respect and compassion, on the printed page. Words can't express how grateful I am that Arnie Roth touched their hearts and, in whatever small way, gave them hope and encouragement.

Arnie was also Jewish. As we established in Arnie's introductory story, when Steve Rogers was a boy, he spent as much time with the Roths as he did with his own family. And perhaps that helped prepare him for the next hugely important member of our cast:

Bernie Rosenthal

Bernie was created by Roger Stern and John Byrne (more about them later), and, from the very start, there was something real, something relatable, about Bernie that drew me to her. I *knew* Bernie, immediately understood and liked her. (If the characters don't become as real to a writer as his closest friends, he's not doing his job.) Despite the super hero trappings, the Steve-Bernie love affair felt genuine. How could Steve *not* fall for this intelligent, kind, strong and beautiful woman?

Even today, Jewish characters in the media are often portrayed in a heavy-handed way, leaning into sometimes harmful cliches. One of the things I appreciated about Bernie was that she wasn't some "New Yawk" Jewish trope, she was a real, three-dimensional woman who also happened to be Jewish. (The same, of course, can be said for Arnie. He was a man first: gay and Jewish second.)

Not that we shied away from dealing with Jewish issues: Neo-Nazis and antisemitism are at the heart of several of the stories in this collection and the war between free speech and hate speech, between the American ideal and the American reality, proved challenging for both Steve Rogers and Captain America. And that, of course, is what makes for powerful stories. (How heartbreaking, how sickening, that these issues are even more prevalent today than they were in '80s.)

Baron Zemo

In *Captain America* #168, Roy Thomas, Tony Isabella and Sal Buscema presented a one-off story about a vengeance-driven mystery villain called the Phoenix. The very end of the story revealed that the Phoenix was none other than the son of Cap's WWII-era enemy Baron Heinrich Zemo. But the unnamed son died—falling into a vat of Adhesive X—never to be seen again. Well, not for a good ten years, anyway. Always on the lookout for a good villain, Zeck and I resurrected Henrich's son, now named Helmut, and unleashed him on Cap. It didn't take long for Helmut to become one of the most formidable antagonists in Cap's rogues' gallery.

Themes of fathers and sons, of family dysfunction passed down from generation to generation, run through much of my work, and our new Baron Zemo—whose childhood was tortured, who projected his conflicted feelings about his abusive father on to Captain America—was a perfect vehicle to explore those themes. He became an integral part of my run on the book, causing Steve Rogers pain right through to my final issue.

I'm delighted that our version of Zemo has gone on to a long, healthy life in the Marvel Universe, remaining one of the company's most formidable, and memorable, villains.

The Falcon

In 1969, a few months after Sam Wilson made his debut in *Captain America* #117 (by Stan Lee and Gene Colan), a missive appeared on the *Cap* letters page from some kid from Brooklyn named DeMatteis. It read, in part:

Dear Stan and Gene, The Falcon is fabulous. He is by far the best thing you've come up with since the Silver Surfer…Sam Wilson is destined for greatness.

A little fannish hyperbole there? Perhaps. But Sam Wilson was real breakthrough for Marvel—the first Black super hero to appear on the stands each and every month—and it made total sense that he would be co-starring in a book with Captain America. Cap, as I've said time and again, represents the American dream, the best in of all of us, Black and white, male and female, Jewish, Christian, straight, gay: *all of us.* But Sam wasn't just some token representation: He was an interesting, dynamic character—a social worker, a man of conscience and compassion—who fourteen-year-old JMD instantly connected with (imagine the impact he had on young Black readers of the time) and, years after devouring those early Falcon stories, I was thrilled to have the opportunity to add to Sam's legend.

There was one major problem: a story, done in the 1970s (one I hadn't read till I was doing research when I took over the title), that said Sam Wilson *wasn't* the kind, compassionate man we'd come to love. He was a cheap hood, a street stereotype straight out of central casting, who had a personality overlay courtesy of the Red Skull and the Cosmic Cube. *Really?* I thought. *This is how you treat a character of such weight and significance?* (To be fair, the writer who originated the storyline threw this plate in the air with the intention of giving future writers a powerful, if controversial, story point to develop however they chose. There's a good chance that, had he remained on the book, the "personality overlay" would have ultimately been revealed as a misdirection, a mind game being played by the Skull.) I wanted to find some way to rectify that, all while staying true to continuity and adding more psychological depth and shading to the Falcon's character. The result was a three-part backup story called "Snapping." I'll leave it to you to decide if I succeeded, but I tried my very best to do right by Sam.

Stern, Byrne and Shooter

Wait. Roger Stern, John Byrne and Jim Shooter didn't work on any of these stories. Well, they didn't…and they did. Which leads to the subtitle for this section:

The Dumbest Thing I've Ever Done in My Comics Career

Let me explain: While I was still learning my craft at DC Comics, Jim Shooter (Marvel's extraordinarily talented editor-in-chief at the time) read some of my samples and took an interest in my career. He generously assigned me fill-in issues and also threw odd, interesting assignments my way. My favorite was the two weeks I spent happily ensconced in Stan Lee's office, helping with a Marvel legal suit against an animation company. My assignment? Watch cartoons and take notes. Let me repeat that: I was paid to sit in *Stan Lee's office* and *watch cartoons*.

Another of those assignments found me in then-editor Roger Stern's office, where I was writing biographies of various Marvel icons (the reason why has long since escaped me). Roger was a great guy and I was a huge fan of his writing. His work on *The Amazing Spider-Man*, *The Avengers*, *Doctor Strange* and, of course, *Captain America* remains some of the finest in the history of the MU. During one of our conversations Roger talked about a Cap tale he and the incomparable John Byrne were working on—this was during their short-but-classic run—that featured Arnim Zola and his mutates. Roger and John had plotted themselves into a corner: Cap was trapped by Zola and the mutates and they couldn't come up with a way to get him out of it. Jim Shooter rode to the rescue by suggesting Cap give one of his famous speeches, inspiring the mutates to throw off their shackles and turn against their overlord. The story never appeared because Roger and John left the book. And that (I assumed. And we'll soon learn about the dangers of assuming) was the end of their involvement with Captain America.

A couple of years passed and I was working on *Captain America* #278—part of a massive story that involved our new Baron Zemo, Arnie, Bernie, Vermin (a character Zeck and I introduced in *Cap* #272 who would be vitally important to *Kraven's Last Hunt* and other Spider-Man stories), two wonderfully weird Jack Kirby creations (Primus and Doughboy) and a gang of frenzied mutates. Writing the plot, I found myself in a situation that echoed the one Roger had told me that day in his office: Cap and Arnie were trapped by the mutates with no way out. But, of course, there *was* a way out: Jim Shooter's way. Since Stern and Byrne had moved on from the series, I assumed—there's that word again—there was no problem using the "Cap inspires the mutates" idea, so I had Cap give a rousing speech that turned the tide of the battle.

Please know I had *no intention* of ripping my Cap predecessors off: I wrote a lengthy text piece for the book's letters page, explaining where the idea had come from and offering heartfelt thanks to Roger and Jim for their input. But here's what I *didn't* know:

1) By the time the book reached print my lengthy letters page "thank you" was trimmed down for space to a few rewritten lines.

2) Roger and John were working on a Captain America graphic novel based on their Arnim Zola idea. And my story? *It had completely torpedoed it.*

Roger was understandably upset. (I would have been apoplectic if I'd been in his shoes.) I called him, groveled and apologized, and I hope, as the years have passed, that he's forgiven and forgotten. I certainly haven't. Four decades later and I still feel guilty about screwing up what I'm sure would have been an exceptional piece of work.

The lesson I learned? In writing and in life, *never assume.* If I'd just picked up the phone and called Roger, he would have told me about the in-process graphic novel, I would have come up with a different ending for that issue, and the entire mess would have been avoided.

As I said: *The Dumbest Thing I've Ever Done in My Comics Career.*

Odds and Ends

There are a few other stories in this volume that bear mentioning: One is a Cap *Annual* I wrote that was illustrated, with Kirbyesque dynamism, by Ron Wilson. It featured every man who'd ever worn the Captain America uniform. More important (to me, anyway), it brought back one of my favorite Kirby characters, the enigmatic cosmic entity known as Mr. Buda.

The late, great Dave Kraft offers up a couple of star-spangled tales—one a wrestling saga illustrated by Alan Kupperberg, the other a memorable two-parter (illustrated by Zeck and Beatty) that reunites Cap with Nick Fury and his Howling Commandos. And, as a bonus, we get a Roger McKenzie-Luke McDonnell "Cap vs. Nazis" tale that first appeared in *Marvel Fanfare.*

I'd love to talk about our rebooting of the early Marvel villain, the Scarecrow (Mike Z's opening pages for *Cap* #280 still thrill and delight me), Steve Rogers' burgeoning career as a freelance artist, Bernie's discovery of Cap's true identity, the book's wonderful supporting cast, a wide-eyed newcomer named Mike Carlin who became Mark G's assistant, so much more—but I'll save some of that for our next *Masterworks.* For now, I'll just say that—embarrassing tales of professional missteps aside—it was a joy reacquainting myself with these stories, remembering the magic of 1980s Marvel and the joy of working with exceptional creative partners like Mike Zeck, John Beatty and Mark Gruenwald.

– J.M. DeMatteis
November 2023

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CAPTAIN AMERICA®

TM

ZECK/BEATTY

CAP HELPS A FRIEND FROM HIS PAST--BUT AT WHAT PRICE?

"SOMEONE WHO CARES!

A WARM MARCH EVENING IN BROOKLYN HEIGHTS...

I'M GLAD YOU CAME BACK TO TALK TO ME, STEVE. I HAD A FEELING THIS MORNING--WHEN YOU LEFT ANNA'S --THAT YOU WOULDN'T.

HOW COULD I *NOT*, BERNIE? I'VE HURT YOU ENOUGH ALREADY WITHOUT STA--

WHOA--SLOW DOWN! I DON'T THINK I COULD BEAR THE "NOBLE KNIGHT" ROUTINE, ESCIAL-LY NOT FROM YOU!

BUT I *DID* HURT YOU, BERNIE, WHEN YOU TOLD ME THAT YOU LOVED ME AND I JUST--

--TURNED ALL SHADES OF RED AND GAVE ME A LOOK LIKE A DROW-NING MAN? HOW COULD I FORGET?

BUT THAT'S NOT WHAT I WANT TO TALK TO YOU ABOUT, STEVE. WELL, IT IS--AND IT ISN'T.

COME AGAIN?

THEY PAUSE HERE AT THE DOOR OF THE LEAMAN PLACE BROWNSTONE THEY BOTH CALL HOME AND-- IF BERNADETTE ROSENTHAL IS UNCOM-FORTABLE--STEVE ROGERS IS EVEN *MORE* SO. HE'S HAD PRECIOUS LITTLE EXPERIENCE WITH THE COMPLEX BEAST THAT MODERN SOCIETY HAS DUBBED...A *RELATIONSHIP.*

IN ROGERS' DAY, THINGS WERE MUCH SIMPLER-- OR AT LEAST THEY SEEMED TO BE. FOR STEVE ROGERS IS A MAN FORTY YEARS OUT OF HIS TIME-- THE STAR-SPANGLED SENTINEL OF LIBERTY KNOWN AS...

CAPTAIN AMERICA®

STEVE-- I WANT YOU TO JUST RELAX AND LISTEN TO WHAT I HAVE TO SAY, OKAY?

FOR ALL THE GOOD THAT DOES HIM *NOW.*

ALL RIGHT, BUT I THINK THA--

PLEASE. I SAID *LISTEN.*

I UNDERSTAND YOUR POINT OF VIEW, STEVE. I REALLY DO. YOU CARE ABOUT ME--ABOUT *US*--BUT YOU THINK THAT, SINCE MY FEELINGS FOR YOU ARE SO MUCH STRONGER, YOU SHOULD DO THE "RIGHT THING" AND WALK AWAY FROM WHAT WE'VE SHARED. WHY HURT POOR OLD BERNIE ANY MORE THAN YOU ALREADY HAVE.

WELL, THIS IS ONE TIME I DON'T FIND YOUR QUAINT, OLD-FASHIONED ATTITUDES SO ADORABLE.

STEVE, DOES IT REALLY MATTER THAT YOU AREN'T HEAD-OVER-HEALS IN LOVE WITH ME? DOES IT HAVE TO BE SU--

IT'S NOT THAT I DON'T LOVE YOU, BERNIE. IT'S JUST THAT-- I'M NOT SURE *HOW* I FEEL YOU--

OKAY! YOU'RE NOT SURE--AND SO YOU CAN'T SAY THE THREE WORDS TO ME THAT I'VE SAID TO YOU. I CAN ACCEPT THAT. AND I CAN DO WITHOUT THE WORDS-- FOR NOW.

BUT YOU CARE ABOUT ME, STEVE--YOU SHOW THAT IN YOUR EVERY LOOK--YOUR EVERY ACTION. DO YOU KNOW HOW RARE EVEN *THAT* IS IN THIS STUPID, HELL-BENT WORLD?

BERNIE, I--

SHE DOESN'T GIVE HIM TIME TO FINISH HIS THOUGHT. A KISS, AFTER ALL, CAN SAY SO MUCH MORE.

HIS RESPONSE IS TENTATIVE, UNCERTAIN...

AS UNCERTAIN AS THE FIGURE THAT STEPS SHEEPISHLY TOWARD THEM, OUT OF THE NIGHT...

UH... EXCUSE ME?

THE FACE--STILL BOYISH DESPITE THE CREEPING TIDE OF MIDDLE AGE--IS FAMILIAR TO STEVE ROGERS. IT IS A FACE HE HAS CALLED UP OFTEN IN THE LONG YEARS SINCE HE BECAME CAPTAIN AMERICA. BUT IT IS A FACE THAT HE NEVER THOUGHT HE'D SEE **AGAIN!**

SOMEONE WHO CARES

THAT... UH... IS YOU, STEVE -- *ISN'T IT?*

STAN LEE PRESENTS A VERY DIFFERENT ADVENTURE OF THE RED, WHITE, AND BLUE AVENGER -- COURTESY OF...
J.M. DEMATTEIS, SCRIPTER * **MIKE ZECK**, PENCILER * **BEATTY & CO.** INKERS * **JIM NOVAK**, LETTERER
BOB SHAREN, COLORIST * **JIM SALICRUP**, EDITOR * **JIM SHOOTER**, EDITOR-IN-CHIEF

ROGERS' ONLY REPLY IS A SUB-GUTTERAL GRUNT AND A VACANT-FACED STARE...

...BOTH DULY NOTED BY BERNIE ROSENTHAL...

UH... GOOD EVENING, MISS. MY NAME'S ROTH--*ARNIE ROTH*. I'M AN OLD BUDDY OF STEVIE'S. ALTHOUGH STEVIE LOOKS LIKE HE DOESN'T REMEMBER ME!

A PLEASURE, MR. ROTH. I THINK STEVE JUST DIDN'T EXPECT THE ...INTERRUPTION.

YES... UM... OF COURSE I REMEMBER YOU, ARNIE. BERNIE--ARNIE AND I--THAT IS, ARNIE AND MY *DAD* GREW UP TOGETHER.

HE'S A DEAR OLD FAMILY FRIEND.

ISN'T THAT INTERESTING?

LOOK, STEVE--I'D BETTER BE HEADING UPSTAIRS, ANYWAY. I WANT TO WASH MY HAIR BEFORE I GO TO SLEEP. NOW WHY DON'T YOU THINK ABOUT WHAT I WAS SAYING, OKAY? DON'T THROW THIS AWAY BECAUSE OF A LITTLE DOUBT.

G'NIGHT, STEVE.

GOOD NIGHT, BERNIE. AND I WILL... THINK ABOUT IT.

...WELL, ARNIE--IT MIGHT BE A GOOD IDEA FOR US TO TAKE A SHORT WALK, WOULDN'T YOU SAY?

SOUNDS GOOD TO ME.

DESPITE THEIR CHEERFUL TONES--THE TENSION BETWEEN THE TWO IS AS THICK AS A LONDON FOG...

...A FOG THAT SLOWLY BEGINS TO THIN--DRIVEN BACK BY A FLOW OF SOFTLY-SPOKEN WORDS...

I--I'LL TELL YOU, STEVIE, I REALLY THOUGHT THAT YOU'D DENY KNOWING ME. Y'KNOW--THAT YOU'D TRY TO COVER UP IN SOME WAY.

NOT THAT YOU TOLD YOUR LADY THE WHOLE TRUTH. FRIEND OF YOUR FATHER'S? *THAT* WAS A QUICK ONE!

SEEING YOU AGAIN, ARNIE--IT WAS LIKE THE YEARS JUST DROPPED AWAY. ALL MY DEFENSES WENT DOWN AND--WELL, TO BE HONEST, PART OF ME *WANTED* TO PRETEND THAT I DIDN'T KNOW WHO YOU WERE!

BUT, FOR CRYING OUT LOUD, I COULDN'T LIE TO *YOU*--TO SOMEONE WHO WAS ONCE LIKE A BROTHER TO ME--

--TO MY BEST FRIEND IN THE WORLD!

THEY STOP BEFORE THE EMPTY SHOP--AND IT IS ARNIE ROTH WHO IS FIRST STRUCK BY THE JARRING IMAGE REFLECTED IN THE WINDOW...

...THE IMAGE OF BRIGHT-EYED YOUTH, SIDE-BY-SIDE WITH FAT-FACED, BALD-PATED *AGE*...

BUT IT HADN'T ALWAYS BEEN LIKE THIS...

NO, BACK WHEN THEY WERE BOTH GROWING UP ON NEW YORK'S LOWER EAST SIDE, DURING THE DEPTHS OF THE GREAT DEPRESSION, THE BLONDE-HAIRED ADONIS WAS NOTHING MORE THAN A STICK-LEGGED YOUNG DREAMER WITH HIS HEAD IN THE CLOUDS AND HIS HANDS FOREVER *DRAWING*.

ARNIE ROTH WAS THE SAME AGE AS STEVE ROGERS--BUT HE WAS BIGGER, FASTER, STRONGER...

...ALL IN ALL, THE PERFECT PROTECTOR--AS MANY A LOCAL BULLY LEARNED TO HIS CHAGRIN...

TOGETHER, THE TWO BOYS PRIED THE WORLD OPEN LIKE A MUSTY OLD CHEST, DISCOVERING ANCIENT SECRETS, NEW-BORN DREAMS, AND WHAT YOUNG STEVE CALLED... "A SENSE OF WONDER."

WITH STEVE'S FATHER DEAD, AND HIS MOTHER BREAKING HER BACK TO MAKE ENDS MEET, THE ROTHS BECAME A SECOND FAMILY TO STEVE, AN IMPORTANT, INTEGRAL PART OF HIS LIFE.

BUT, AS THE YEARS RUSHED ON, AND CHILDHOOD GAVE WAY TO THE AWKWARDNESS OF ADOLESCENCE...

...THINGS CHANGED: ARNIE, THE TEENAGE ROMEO, FOUND IT HARDER TO SHARE HIS PASSIONS WITH HIS SHY FRIEND... WHILE STEVE GREW EVEN MORE WITHDRAWN AFTER HIS **MOTHER'S** DEATH.

AND THEY DRIFTED APART.

A FEW YEARS LATER, WHEN BOTH HAD JOINED UP IN THE WAR AGAINST TYRANNY, THEY MET AGAIN. ARNIE WAS CURIOUS ABOUT THE DIFFERENCE IN STEVE: THE NEW CONFIDENCE HE EXUDED, THE INCREDIBLE PHYSIQUE HE'D DEVELOPED...

...BUT STEVE JUST SIDETRACKED THE ISSUE, MADE A LAME EXCUSE... AND TURNED HIS BACK ON THE PAST.

YOU KNEW, THEN... DIDN'T YOU, ARNIE?

WE WERE CLOSER THAN JUST FRIENDS, STEVE. WE WERE FAMILY. WE HAD A ***BOND***. I KNEW THERE WAS ***SOMETHING*** UP THAT DAY--

--AND AFTER I SAW THE FIRST NEWSREELS OF YOU IN ACTION, I WAS SURE.

CAP.

HARLEM INTERLUDE.

NEWS

HEAR IT: THE SOUND OF SNEAKERS SLAPPING THE PAVEMENT...

...THE RUSH OF BREATH...

...THE FRANTIC CRY...

HEY, YOU-- STOP!

NOW FEEL IT:

THE SHOCK...

...THE THUNDER...

BLAM

...AND THE AWFUL SILENCE.

YOUNG WATCHERS

HARLEM INTERLUDE ENDS.

BROOKLYN HEIGHTS.

WHEN I... UH ... SAW YOU AND YOUR LADY COMING OUT OF THE MOVIES OVER IN PARK SLOPE A FEW WEEKS BACK*-- I JUST COULDN'T BELIEVE MY EYES! I GUESS I FIGURED, Y'KNOW-- WHEN DOES A *SUPER HERO* FIND TIME TO GO OUT AND RELAX?

ANYWAY-- I THOUGHT ABOUT LOOKING YOU UP--BUT I DECIDED I SHOULDN'T. AN IMPORTANT GUY LIKE YOU... WHAT DO YOU NEED WITH *ME* AFTER ALL THESE YEARS.

*SEE *CAP* #268 -- SALICRUP.

WHAT DO YOU NEED WITH A LOSER?

Y'KNOW, STEVE-- THINGS DIDN'T GO TOO WELL WITH ME AFTER I GOT OUT OF THE NAVY. I WAS ALWAYS HUSTLING TO GET BY-- ALWAYS ENDING UP WITH THE SHORT END OF THE STICK.

I NEVER GOT MARRIED. CAN YOU BELIEVE THAT? SWINGING ARNIE? IT JUST NEVER SEEMED LIKE... THE *RIGHT THING* FOR ME.

BUT, FOR THE PAST TEN YEARS, I'VE BEEN... *ROOMING* WITH A GUY. MY-- MY BEST FRIEND. WITH HIM ALONG FOR THE RIDE, I'VE BEEN ABLE TO HANDLE THE HARD TIMES WITHOUT GOING NUTS.

BUT SOMETHING'S HAPPENED TO MICHAEL, STEVE. SOMETHING *BAD*. AND I NEED YOU-- I NEED *CAPTAIN AMERICA*--TO HELP ME.

WHATEVER IT IS, ARNIE--

--YOU'VE *GOT* CAPTAIN AMERICA!

ELSEWHERE IN THE HEIGHTS, A YOUNG WOMAN WALKS, LOST IN TROUBLED THOUGHT...

SURE, BERNIE--YOU WERE JUST GOING TO HEAD UPSTAIRS, WASH YOUR HAIR AND GO TO SLEEP. WHO WERE YOU TRYING TO KID?

YOU SOUNDED NICE AND CALM TALKING TO STEVE--THE ULTRA-COOL MODERN WOMAN... BUT INSIDE YOU WERE TREMBLING LIKE A LITTLE GIRL!

YOU KEPT WAITING FOR HIM TO SAY, "SORRY--BUT THERE'S NOTHING TO THINK ABOUT. I DON'T WANT YOU. GOOD BYE."

WHAT WOULD YOU HAVE DONE THEN? THROWN A TEMPER TANTRUM LIKE YOU'VE DONE EVERY *OTHER* TIME YOU AND STEVE HAVE FOUGHT THESE PAST WEEKS? NOW *THAT'S* MATURE!

HOLD IT GIRL--RUNNING YOURSELF DOWN ISN'T THE ANSWER. YOU'VE BEEN BURNED ENOUGH IN THE PAST TO HAVE DARN GOOD REASONS FOR BUILDING UP YOUR DEFENSES...

THEN, IF YOU'VE BEEN BURNED SO OFTEN--WHY ARE YOU THROWING YOURSELF SO WHOLE-HEARTEDLY INTO THIS THING WITH STEVE? ARE YOU SO DEPENDANT UPON ANOTHER PERSON TO MAKE YOUR LIFE COMPLETE? DO YOU FEEL YOU'RE NOT A "REAL WOMAN" UNLESS YOU HAVE A MAN?

NO, THAT'S NOT IT. I'VE BEEN THAT ROUTE BEFORE--BUT NOT THIS TIME! I LOVE STEVE BECAUSE--BECAUSE HE'S *STEVE*! BECAUSE HE'S SWEET AND GENTLE AND--*EH?!*

GET AWAY FROM ME YOU LITTLE MONSTERS! *GET AWAY!*

WHAT'S THE MATTER, OLYMPIA? AFRAID WE'RE GONNA STEAL ALL YOUR MONEY? *HAW-HAW-HAW!*

C'MON--LESSEE WHAT'S IN THERE!

THERE'S LIFE IN THE BIG APPLE FOR YOU--A BUNCH OF STREET URCHINS THAT SHOULD'VE BEEN IN BED HOURS AGO--HASSLING A CRAZY-WOMAN WHO CARRIES HER LIFE AROUND IN A PAPER BAG!

TIME TO GO HOME, BERNIE--THIS ISN'T ANY OF YOUR BUSINESS! THIS--

OH, *OF COURSE* IT'S YOUR BUSINESS!

GO ON YOU LITTLE BRATS -- GET OUT OF HERE -- *LEAVE HER ALONE!*

THAT'S IT, GIRL -- SOUND BRAVE, SO THEY DON'T KNOW HOW SCARED YOU ARE! IN THIS DAY AND AGE, TWELVE YEAR-OLDS CARRYING KNIVES OR GUNS IS *FAR* FROM UNCOMMON!

OH YEAH, LADY -- HOW YA GONNA STOP US?

DARN RUDE BUNCHA ANIMALS-- WELL I'VE NEVER IN M'WHO LIFE SEEN...

MAYBE I'LL JUST PICK YOU UP AND SPANK YOU! THAT'S WHAT YOU DESERVE!

"THAT'S WHAT YOU DESERVE!" AH -- GO BLOW IT OUT YOUR SHORTS!

HOW'S A PERSON TO LIVE THESE DAYS -- IT DOESN'T MAKE ANY SENSE! WHAT'D I EVER DO TO THEM? I MEAN

C'MON, GUYS -- LET'S GET OUTTA HERE! THAT JERK RUINED ALL OUR FUN!

BERNIE BREATHES A LONG SIGH OF RELIEF AND WAITS FOR HER HEART TO STOP ITS WILD DANCE IN HER CHEST. THEN...

ARE YOU OKAY, MISS --?

WH-WHY WON'T THEY LEAVE ME ALONE? WHY ARE THEY ALWAYS BOTHERING ME? WHAT'D I DO TO DESERVE THIS?

SHHH. IT'S ALL RIGHT. IT'S ALL RIGHT.

DO YOU -- LIVE ANYWHERE AROUND HERE?

ME? YEAH, I LIVE AROUND HERE. WHAT'S IT TO YOU?

I -- JUST WANT TO HELP. I WANT TO SEE THAT YOU GET HOME SAFELY. IS *THAT* ALL RIGHT?

YEAH. I GUESS SO. IT'S JUST SO HARD TO TELL WHO'S NICE AND WHO'S NOT ANY MORE. THE WORLD'S SO MIXED UP. AND D'YA KNOW WHO MADE IT THAT WAY?

NO. WHO?

MERV GRIFFIN.

AND SO IT GOES...

THE UPPER WEST SIDE OF MANHATTAN...

...MICHAEL'S A TEACHER Y'KNOW? A REAL SOLID CITIZEN--A GOOD JOE! BUT ME--WELL I'VE BEEN RUNNING WITH RATS FOR A LITTLE TOO LONG...

BEEN HEAVY INTO GAMBLING--IT'S LIKE AN ADDICTION WITH ME. I'VE LAID OFF FOR YEARS--MOSTLY THANKS TO MICHAEL'S HELP. BUT, THEN, I... UH... *SLIPPED*--GOT INTO A BIG GAME WITH SOME SYNDICATE TYPES. LOST A BUNDLE.

FIFTY-THOUSAND TO BE EXACT.

THEY GAVE ME TWO WEEKS TO PAY UP... OR ELSE! *MICHAEL'S* THE "OR ELSE."

IF THAT MONEY ISN'T IN THEIR HANDS BY MIDNIGHT TONIGHT--

--*MICHAEL'S A DEAD MAN!*

WHY DIDN'T YOU GO TO THE POLICE, ARNIE?

POLICE? ME? I'VE BEEN IN MY SHARE OF HOT WATER OVER THE YEARS, STE--*CAP*. I DON'T LIKE THE MEN IN BLUE--AND THEY DON'T LIKE ME.

I SEE.

...THAT'S THE PLACE.

TYPICAL. EVIL HIDING BEHIND A VEIL OF ELEGANCE.

MIAMI

-ONE A-CAR

DAKSH ST.

YOU GO AHEAD IN, ARNIE. TELL THEM YOU'VE GOT THE MONEY. I'LL FOLLOW YOU. AND DON'T WORRY, OLD FRIEND--

--EVERYTHING'S GOING TO BE ALL RIGHT.

NO, IT'S NOT.

WHAT?

IT'S A SET-UP. I WAS DRUNK. MOUTHING OFF. SAID I KNEW CAPTAIN AMERICA. SOME GUY APPROACHED ME-- SAID HE'D TAKE CARE OF MY DEBTS IF I DELIVERED YOU.

THEY TOOK MICHAEL TO MAKE SURE THAT I *WOULD*.

SO WHY ARE YOU TELLING ME THIS NOW, ARNIE?

BECAUSE, AS MUCH OF A BUM AS I THINK I AM--

--THERE'S NO WAY I CAN SEND LITTLE STEVIE ROGERS INTO A DEATH TRAP. NO MATTER HOW FANCY HIS COSTUME--OR TOUGH HIS REPUTATION.

YOU GO ON AHEAD, ARNIE. LET 'EM THINK THAT EVERYTHING IS *GO*.

WE'LL GET YOUR FRIEND OUT.

WITH QUIVERING HANDS, ARNIE ROTH RINGS THE DOORBELL AND IS SUMMARILY ADMITTED...

...INTO DARKNESS...

H-H-HELLO--?

KLIK

HAVE YOU GOT... WHAT WE WANT, ROTH?

HEY--CAN YOU TURN THAT SPOT DOWN? I CAN'T SEE ANYTHING!

PRECISELY. NOW, ANSWER THE QUESTION: HAVE YOU GOT WHAT WE WANT?

YEAH. SURE. HE'LL BE COMING ALONG IN A MINUTE OR TWO. H-HE DOESN'T SUSPECT A THING.

NOW, WHERE'S MICHAEL?

KLIK

KLIK

THERE.

MICHAEL--?!

KLIK

HEY! PUT ON THE FR-FREAKIN'--

SHHH! QUIET, ARNIE!

CAP?

YES.

YO--BOSS! I THOUGHT I HEARD SOMETHING!

WHANG

WHUD

WHAT THE DEVIL IS GOING *ON* DOWN THERE?

SMAK

KLOD

WHAKK

KRUNCH

KLIK

THEY WERE CERTAINLY PREPARED FOR THEIR LITTLE AMBUSH -- BUT, UNFORTUNATELY FOR THEM, NOT PREPARED ENOUGH!

BUT TAKING OUT THESE GOONS STILL LEAVES ME WITH THREE VERY IMPORTANT QUESTIONS. ONE: *WHY* WERE THEY OUT TO GET ME IN THE FIRST PLACE? TWO: WHO JUST TURNED ON THOSE LIGHTS? AND, THREE: WHERE IN HEAVEN IS --

C-C-CAP--?

ARNIE?

ARNIE IT IS...

...BUT HE'S NOT ALONE!

GROOG?

CAP-- FOR CRYIN' OUT LOUD --

--SAVE ME!!

GOOD LORD!

AS HE LEAPS, UNHESITATINGLY, TO HIS FRIEND'S AID, THERE IS A HINT OF REAL **FEAR** IN CAPTAIN AMERICA'S VOICE--AND WITH GOOD REASON...

...FOR THE TOWERING... **THING** THAT SO CASUALLY SWATS ARNIE ROTH ASIDE BEARS LITTLE, IF ANY, RESEMBLANCE TO A HUMAN BEING.

KUDD

THE LIVING LEGEND NOTES THE CORRUGATED FIBER OF THE CREATURE'S ARMS, LEGS, AND HEAD --MORE LIKE BRAIN TISSUE THAN FLESH.

SPOOOM

BUT, **WHATEVER** THE MONSTER IS CONSTRUCTED OF...

...IT IS INHUMANLY FAST...

THUD

...AND POWERFUL!

UGH!

AW, GEEZ -- FEEL LIKE MY HEAD'S BEEN... SPLIT WIDE OPEN... BUT I'VE GOTTA... FIND MICHAEL...

...I'VE GOTTA!

DIDN'T EXPECT A BEAST OF THIS SIZE TO MOVE WITH SUCH ASTOUNDING SPEED! I WAS BARELY ABLE TO ROLL WITH THOSE TWO BLOWS! AND I DON'T KNOW HOW LONG I CAN KEEP DODGING THOSE PILE-DRIVER FISTS--

MICHAEL--?

--BEFORE ONE SHOT--

FWAKK

--CONNECTS...

--REALLY--

THE FRINGES OF BROOKLYN HEIGHTS...

...ALL THE YEARS OF HAVIN' NO MONEY-- THOSE CRUMMY HUSBANDS OF MINE THAT RAN OFF AND LEFT ME ALONE! IT'S A WONDER I'VE LIVED THIS LONG, Y'KNOW, GIRLIE? *Y'KNOW?*

YES, I... UH KNOW.

THIS IS IT? NUMBER 77?

THAT'S THE RAT-HOLE, ALL RIGHT. THIRD FLOOR.

... LOVELY, AIN'T IT? KINDA LIKE A SEWER WITH LIGHTS. I BETCHA MERV GRIFFIN DON'T LIVE IN A RAT-HOLE LIKE THIS. BUT THEN, MERV DON'T CARE ABOUT CRAZY OLYMPIA. *NOBODY* CARES ABOUT CRAZY OLYMPIA.

THE POOR WOMAN! WHAT A LIFE SHE MUST HAVE HAD!

I CAN'T HELP BUT FEEL... HELPLESS IN THE FACE OF SUCH INTENSE HUMAN SUFFERING. YES, HELPLESS...

--AND *SCARED.* I KNOW I'M JUST BEING PARANOID, BUT SOMETHING ABOUT OLYMPIA MAKES ME FEEL EDGY. WHICH IS PROBABLY A NORMAL REACTION WHEN A NICE, MIDDLE-CLASS JEWISH GIRL--

--COMES FACE TO FACE WITH THIS KIND OF POVERTY. GEEZ, I WONDER WHAT MY MOTHER WOULD SAY IF SHE COULD SEE ME--

--NOW--?!

SHE TURNS ON INSTINCT, AS IF SHE CAN FEEL THE EYES GLARING, BALEFULLY, INTO HER BACK...

...AS IF SHE CAN SENSE THE GLEAMING KITCHEN KNIFE HELD TIGHT IN CRAZY OLYMPIA'S SWEATY, SOILED HANDS.

NOBODY CARES. *EVERYBODY PAYS.*

OH, NO, PLEASE-- I DON'T WANT TO DIE!

OKAY, BERNIE-- K-K-KEEP CALM. DON'T GET COMPLETELY HYSTERICAL. THINK. *TALK.*

Y-YOU'RE WRONG, OLYMPIA.

I CARE.

YOU'RE A LYING PHONY LIKE THE REST OF 'EM--AND YOU'VE GOTTA PAY.

I SAID YOU'RE ***WRONG***, OLYMPIA --AND I THINK YOU KNOW THAT. DIDN'T I SHOW YOU HOW MUCH I CARE BY H-HELPING YOU TONIGHT?

YEAH, YOU DID, BUT--

YOU DON'T WANT TO HURT ME, OLYMPIA.

GIVE ME THE KNIFE.

PLEASE.

KLANK

OH :SOB: I'M SORRY... I'M SORRY... :WHIMPER...

IT'S ALL RIGHT, OLYMPIA. IT'S ALL RIGHT.

:SIGH: THANKS, GOD, *ALOT.*

MANHATTAN...

NO! I WON'T ALLOW MYSELF TO BLACK OUT! NO MATTER HOW POWERFUL THIS CREATURE IS--

KRAKK

--CAPTAIN AMERICA WILL NOT BE BEATEN!

SPLANG

KLANG

THE VERY FACT THAT I'M EVEN FACING THIS MONSTROSITY IS PROOF THAT THERE'S MORE THAN YOUR AVERAGE MOB MENTALITY BEHIND THIS SET-UP! THAT MAKES THIS A FULL-FLEDGED MYSTERY--

--AND I *HATE* MYSTERIES!

MICHAEL...?

MICHAEL--I WAS SO WORRIED ABOUT YOU. I WAS SO SCARED.

HERE-- LET ME GET THESE ROPES OFF YOU BEFORE--

--BEFORE--

AW, NO.

KLUNK

THE BODY FALLS...

...THE CREATURE TURNS...

ROO?

I DON'T KNOW WHAT'S DISTRACTED YOU, BEAST...

--BUT YOU'VE JUST GIVEN ME THE OPENING I NEED!

SHRAK

NOW FALL, BLAST YOU-- FALL!

IT FALLS.

C-CAP--YOU'VE GOTTA COME QUICK! MICHAEL'S DEAD, CAP--HE'S DEAD!

ARNIE--GET BACK UP THOSE STAIRS! THE CREATURE SEEMS DISORIENTED NOW--

--BUT IT COULD SPRING UP AT ANY SECOND SE--

AR...NIE?

THE WORD HANGS CHILLINGLY ON THE AIR, AS THE CREATURE SIMPLY... MELTS AWAY...

CAP--D-DON'T ASK ME HOW--BUT I KNOW THAT'S MICHAEL!

ARNIE, BE RATIONAL! THAT THING WASN'T EVEN HUMAN!

YET I COULD SWEAR THAT IT TOOK ONE LOOK AT THE ANGUISH ON ARNIE'S FACE--AND JUST... LOST ITS WILL TO FIGHT. COULD IT HAVE BEEN...

S-SOMEBODY-- PLEASE--

--HELP ME...

THE MAN IS SHAKING, HAGGARD-- BUT CLEARLY **ALIVE.**

ARNIE, IS THAT--?

YEAH, CAP. IT'S MICHAEL. ***IT'S MICHAEL.***

OH, MICHAEL-- I THOUGHT YOU WERE DEAD, BUDDY! I-I THOUGHT YOU WERE DEAD!

IT... WAS LIKE MY SOUL'D BEEN RIPPED OUT... AND STUFFED IN A BLACK HOLE. BUT... ***YOU*** WERE THERE SOMEHOW, ARNIE...

...YOU GOT ME OUT...

THERE WILL BE TIME ENOUGH FOR QUESTIONS... LATER.

BROOKLYN HEIGHTS, TWO A.M.: BERNIE ROSENTHAL HAS TRIED SLEEP, TELEVISION, AND A BOOK-- BUT HER MIND IS STILL BURNING WITH ONE PATHETIC IMAGE...

...THE FACE OF CRAZY OLYMPIA, AS THE POLICE AMBULANCE TOOK HER AWAY...

KNOCK KNOCK

SHE IS SURPRISED BY THE KNOCK...

...BUT SHE WELCOMES THE INTERRUPTION...

S...STEVE--? WHAT IS IT? WHAT'S WRONG? YOU LOOK--

CAN I COME IN, BERNIE?

SHE CLOSES THE DOOR LIGHTLY, HER EYES NEVER LEAVING HIS. BOTH OF THEM WANT DESPERATELY TO TALK, TO SPEAK HEARTFELT WORDS ABOUT THE WORLD'S COLDNESS AND HORROR, ABOUT THE INEFFABLE POWER OF SIMPLE, HUMAN WARMTH--BUT THE WORDS WILL NOT COME. AND SO, INSTEAD, THEY PRESS LIPS AND BODIES CLOSE...

...AND SPEAK ELOQUENTLY...

...IN THE LANGUAGE OF THE HEART...

FINIS

NEXT: THE MYSTERY DEEPENS!

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1940! As the world teetered on the brink of global war, frail ***Steve Rogers*** entered a secret laboratory and was transformed into the American ***super-soldier!*** For four thrilling years, he battled the Axis powers — until a freak stroke of fate threw him into ***suspended animation.*** When he awoke, he was a man decades out of his time! Since that fateful day, Steve Rogers has sought his destiny in this brave new world!

Stan Lee PRESENTS: CAPTAIN AMERICA!®

THE MYSTERY of MR. X

BROOKLYN HEIGHTS, NEW YORK... THE APARTMENT OF ONE BERNADETTE ROSENTHAL, LADYFRIEND OF STEVE ROGERS...

BERNIE, THIS DOOR'S UNLOCKED--AND WIDE OPEN! YOU RIBBED ME ABOUT LEAVING *MY* DOOR UNLOCKED--NOW WHO'S THE TRUSTING ONE?

PIZZA

IT'S ABOUT TIME YOU SHOWED UP WITH THAT PIZZA, STEVE! I LEFT THE DOOR OPEN FOR YOU SO I WOULDN'T MISS THE OPENING OF MY SHOW ON T.V. JUST TO LET YOU IN!

TV

NOTHING AT ALL TEARS ME FROM THE TUBE WHEN MY FAVORITE SHOW AIRS!

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WHAT IS IT-- A P.B.S. DOCUMENTARY? ULP! ALL-STAR WRESTLING?!? YOU?

YEAH, ME--PHI BETA KAPPA, FORMER CAMPUS POLITICAL ACTIVIST, AND MANHATTAN GLASSBLOWER EXTRAORDINAIRE, WHO HAPPENS TO LOVE ALL-STAR WRESTLING!

ALL-STAR WRESTLING

NOW, SIT DOWN AND SERVE THAT PIZZA, MR. ROGERS! AND NOT ANOTHER WORD-- MARTY'S ABOUT TO APPEAR!

YES, MA'AM!

WOW! TALK ABOUT FAN FEVER-- BERNIE'S CAUGHT THE BUG!

WE'VE A SPECIAL GUEST TONIGHT, FOLKS! THE TRAINER OF JUMPIN' JACK FLASH AND OTHER GREAT WRESTLERS--

--KING ARTHUR!

THANK YOU, MARTY! AS YOU KNOW, I WAS A GREAT WRESTLER IN MY DAY,

I WON THE CHAMPIONSHIP FIVE YEARS STRAIGHT. THEN I HAD THAT ACCIDENT IN THE RING! IT ROBBED ME OF THE USE OF MY LEGS--BUT IT DIDN'T STOP ME!

I TOOK IT AS A SIGN--FOR ME TO TRAIN OTHER WRESTLERS--MEN LIKE JUMPIN' JACK FLASH-- MY BEST STUDENT!

HE'S GOOD, MARTY, AND HE'S GOIN' UP AGAINST THE MEANEST WRESTLER IN THE RING -- THE MYSTERIOUS MR. X!

DESPITE ALL I'VE DONE TO BUILD UP THE REPUTATION OF ALL-STAR WRESTLING, THERE ARE STILL BAD WRESTLERS READY TO TEAR MY WORK DOWN. MR. X LEADS THAT PACK!

THE U.S. OLYMPIC COMMITTEE CONTACTED ME, MARTY, AND ASKED ME, KING ARTHUR, TO COACH THEIR WRESTLING TEAM! IT'S THE GREATEST HONOR I COULD HAVE! BUT IF I TOOK THE JOB, THEN WRESTLERS LIKE MR. X WOULD RUN AROUND UNCHECKED.

MR. X WOULD RUIN ALL-STAR WRESTLING FOR THE FANS! I COULDN'T LET THAT HAPPEN SO I TURNED THE OLYMPIC PEOPLE DOWN FLAT.

2

SUDDENLY...

KING ARTHUR -- LOOK OUT-- IT'S THE MYS-TERIOUS *MR. X.!*

SHADDAP, MARTY!

UNH!

LISTEN TO ME, KING FANCYPANTS, THAT PRISSY WIMP YOU'VE BEEN CROWING ABOUT -- JUMPIN' JACK FLASH -- WELL, I'M GONNA MURDER HIM IN THE RING AS EASILY AS I THREW THIS HEADLOCK ON YOU!

AND THERE AIN'T NOTHING YOU CAN DO TO STOP ME!

W--WE'LL BE RIGHT BACK WITH THAT MATCH AFTER THESE MES-SAGES!

EXIT

YOU DON'T BELIEVE THIS IS REAL, DO YOU, BERNIE?

OH, LOOSEN UP, STEVE! OF COURSE I KNOW IT'S ALL PLAY-ACTING! I JUST-- WAIT-- THE MATCH HAS STARTED!

LOOK AT THOSE LEAPS--THAT'S JUMPIN' JACK FLASH, ALL RIGHT! EVEN THOUGH HE'S GOOD, MR. X WILL WIN! THIS GRUDGE MATCH BETWEEN KING ARTHUR AND MR. X HAS ONLY STARTED--THEY'LL WANT TO MILK IT FOR ALL IT'S WORTH BEFORE KING ARTHUR FINALLY WINS!

YES, DOUBTLESSLY THEY WILL. AFTER ALL, IT'S A SHOW, NOT REAL LIFE!

IT'S NOT LIKE IT WAS FOR ME, BACK IN WORLD WAR II, WHEN I CUT MY FIGHTING TEETH ON THE BATTLEFIELD AS... *CAPTAIN AMERICA!*

3

"THERE, ATHLETIC ABILITY WAS NOT ENOUGH -- YOU HAD TO HAVE MORE... THE INSTINCT, THE DRIVE, THE WILL TO TAKE ON HOPELESS ODDS WITHOUT FEAR, WITHOUT DOUBT!

"YOU HAD TO HIT YOUR ENEMY LIKE A BOMB-BLAST, BE EVERY-WHERE AT ONCE, KEEP YOUR ENEMY CONSTANTLY OFF-BALANCE -- SO THAT ONLY YOU KNEW WHAT WAS COMING NEXT!

"YOU HAD TO PLAY IT THAT WAY, BECAUSE IF YOU DIDN'T -- YOU WERE DEAD!

MAYBE BERNIE'S RIGHT... MAYBE, BECAUSE I CONSTANTLY USED GYM-NASTICS IN LIFE-AND-DEATH CON-FLICTS, I'M TAKING THIS TOO SERIOUSLY!

AT LEAST THE KIDS WATCHING THIS PROGRAM HAVE ROLE MODELS IN THE STAGED "GOOD VS. EVIL" BATTLES -- WHO KNOWS, THIS SEEMINGLY POINT-LESS MAYHEM MAY HAVE SOME VALUE!

SEE, MISTER X JUST WON! LIKE I SAID HE WOULD! BUT THAT LAST SET OF MOVES HE AND JJ FLASH USED -- I'VE NEVER SEEN ANYTHING SO REALISTIC!

LADIES AND GENTLEMEN... OUR MEDIC HAS CONFIRMED IT. JUMPIN' JACK FLASH IS... *DEAD!*

WHAT...?

OH, NO... *NO!*

PLEASE STAND BY. OUR TECHNICIANS ARE READYING THE INSTANT REPLAY OF THIS... THIS TRAGIC OCCUR-RENCE! IN ALL MY YEARS, I'VE SEEN INJURIES AND BRUISES, BUT THIS IS THE FIRST TIME I'VE EVER... IT'S HORRIBLE... A TERRIBLE TRAGEDY!

LIVE

TONIGHT, JUMPIN' JACK FLASH WAS *KILLED* IN THE WRESTLING RING BY THE MYSTERIOUS MR. X!

4

INSTANT REPLAY

--UH;OH, FOLKS-- JUMPIN' JACK'S HELD HIS OWN AGAINST MR. X SO FAR--BUT I'M AFRAID THE CURTAIN'S ABOUT TO COME CRASH-ING DOWN!

INSTANT REPLAY

LOOK AT THAT HIGH LEAP TO THE OTHER SIDE!

JUMPIN' JACK IS TRYING TO KEEP UP WITH MR. X--

INSTANT REPLAY

--BUT THAT'S IMPOSSIBLE! NO ONE CAN KEEP UP WITH MR. X ONCE HE GOES INTO THE DEADLIEST FLYING DROP-KICK IN WRESTLING TODAY;-- THE FLYING FOUR-FLUSHER!

IT'S A BODYBLOW SO DIFFICULT--SO ENERGY-DRAINING--THAT MR. X USES IT ONLY AGAINST HIS TOUGHEST FOES!

INSTANT REPLAY

NO ONE-- EXCEPT MR. X-- KNOWS WHEN, OR WHERE HE WILL STRIKE--

INSTANT REPLAY

--BECAUSE HE USES ALL FOUR SIDES OF THE RING TO BUILD UP SPEED AND MOMENTUM FOR HIS ABSO-LUTELY DEVAS-TATING KICK!

INSTANT REPLAY

AND HERE IT COMES!

KRAK

INSTANT REPLAY

SNEK

LOOK AT JUMPIN' JACK FLASH FALL! HE'S DOWN FOR THE COUNT! LOTS OF WRESTLERS WANT THAT DROP-KICK BANNED BECAUSE THERE'S NO DEFENSE AGAINST IT!

INSTANT REPLAY

...WAIT A MINUTE... SOMETHING'S WRONG HERE...

...JUMPIN' JACK... HE'S NOT GETTING UP...HE... HE'S...

INSTANT REPLAY

SOMEONE... ANYONE...STOP MR. X! DON'T LET HIM GET AWAY! HE MAY HAVE MURDERED JUMPIN' JACK FLASH!

EXIT

5

ABRUPTLY THE PROGRAM SWITCHES BACK TO LIVE ACTION...

KING ARTHUR! YOU SHOULDN'T TRY TO CARRY JUMPIN' JACK -- YOUR LEGS--!

A MAN HAS JUST DIED, MARTY-- A MAN WHO I TREATED LIKE A BROTHER! THE BAD WRESTLERS,,,THEY SWORE THEY'D DO ANYTHING TO STOP ME FROM MAKING WRESTLING GOOD FAMILY ENTERTAINMENT!

BUT I NEVER THOUGHT THEY'D STOOP TO MURDER!

MR. X HAS FLED... BUT HE WILL NOT ESCAPE THE CONSEQUENCES OF WHAT HE'S DONE. IT MUST NOT GO UN-PUNISHED!

IF THERE IS ANY JUSTICE LEFT IN THE WORLD-- WE MUST AVENGE THIS SLAYING... AND RESTORE WRESTLING'S REP-UTATION!

BERNIE--?

KLIK

STEVE... I... I REALLY DON'T WANT TO TALK RIGHT NOW... IF YOU DON'T MIND...

... COULD YOU SEE YOURSELF TO THE DOOR?

EVER SINCE THAT FATEFUL DAY IN 1941, WHEN I TOOK THE SUPER-SOLDIER SERUM, I'VE SEEN DEATH STRIKE MANY PEOPLE... MANY TIMES... MANY WAYS...

I FEARED THAT ONE DAY I WOULD GET USED TO IT.

THANK GOD I HAVEN'T--THE LOSS OF ANY LIFE STILL GIVES ME PAUSE. KING ARTHUR IS RIGHT-- JUSTICE MUST BE DONE... FOR THE MURDERED MAN, FOR WRESTLING...

...FOR BERNIE!

AND CAPTAIN AMERICA IS THE MAN TO DO IT.'

6

THE NEXT DAY, AT POLICE HEADQUARTERS...

YA CAN'T ARREST ME--THAT DAD-BLASTED CLOWN STARTED EVERY-THIN'!

TELL HIM TO COME BACK LATER--LIKE NEXT MONTH!

UH, LIEUTENANT--? SOMEONE WANTS TO SEE YOU, HE'S--

HONEST, OFFICER, HE TOLD US IT WAS FOR A T.V. COMMERCIAL!

SORRY--I CAN'T WAIT THAT LONG!

WHA--? AN AVENGERS I.D.!

AVENGERS PRIORITY A-1

CAPTAIN AMERICA! WHAT ARE YOU DOIN' HERE? SORRY TO KEEP YOU WAITIN'!

I'M HERE TO HELP ON THE WRESTLING MURDER LAST NIGHT. PERSONAL REASONS!

SWELL! THERE AIN'T NUTHIN' TO REPORT EXCEPT THIS--MR. X IS GONE, AND MY MEN CAN'T SEEM TO FIND HIM!

YOU'VE NO LEADS?

A FEW. HAVEN'T PANNED OUT, THOUGH.

SAY, WE'VE GOT TEN MURDERS A DAY IN THIS BURG. WHAT'S SO BIG ABOUT THIS ONE?

COUNTLESS KIDS SAW THAT SHOW LAST NIGHT! FOR THEM, THE SHOW WAS A LIVING FANTASY! FOR THEM, THE WRESTLERS ARE ROLE MODELS!

IF MR. X GETS AWAY WITH THAT KILLING, IT WILL ONLY FUEL THE FLAMES OF CYNICS WHO WOULD LEAD US ALL ASTRAY--HAVE US GIVE WAY TO DEFEATISM AND DESPAIR.

THE DISTINCTION BETWEEN GOOD AND EVIL MUST NEVER BE BLURRED! MY LIFE HAS ALWAYS BEEN DEDICATED TO THAT TRIUMPH OF GOOD OVER EVIL!

YOU MIGHT GET YOUR CHANCE TO CLINCH THAT VICTORY AGAIN, CAPTAIN AMERICA!

YOU! YOU'RE THE MAN CALLED KING ARTHUR! WHAT DO YOU MEAN--TELL ME!

7

MR X CALLED ME! HE CLAIMS HE'S INNOCENT... BUT HE'S WILLING TO MAKE A DEAL! THE CHOICE TO ACCEPT IT IS YOURS, LIEUTENANT! HE'LL COME OUT OF HIDING ON ONE CONDITION!

THAT HE'S ALLOWED TO PROVE HIS INNOCENCE IN THE WRESTLING RING IN A "TRIAL BY HONOR"!

WHAT?!? HE'S OUTTA HIS TREE! I'LL--

WHY DID MR. X CONTACT *YOU*? IT WAS ONE OF YOUR WRESTLERS HE KILLED!

NOW I'VE HEARD EVERY-THING! KNOCK OFF THE THEATRICS, KINGSY!

TRUE-- BUT HE APPEALED TO THE ONE THING I HOLD HIGHER THAN VENGEANCE, OR LIFE, ITSELF-- MY HONOR!

LIEUTENANT-- SINCE THE DAY I STARTED IN ALL-STAR WRESTLING, I'VE ESTABLISHED A RECORD OF UNIMPEACHABLE HONESTY AND FAIR PLAY! MY CREDIBILITY EX-TENDS BEYOND WRESTLING!

CIVIC ORGANIZATIONS-- YES, EVEN THE THE U.S. OLYMPIC COMMITTEE HAVE SOUGHT MY SERVICES!

MY WORD IS MY BOND--I'LL DIE BEFORE I SEE IT BROKEN!

OKAY, I'M IMPRESSED ALREADY! TELL ME MORE ABOUT THIS DEAL!

HE WILL FACE ANY CHAMPION I SELECT! IF MR. X WINS, HE GOES FREE-- IF HE LOSES, HE'LL AGREE TO STAND TRIAL.'

HIS LAST WORDS BEFORE HE SAID HE WOULD CALL ME BACK TONIGHT FOR MY ANSWER, WERE, "ONCE I'M UNMASKED, I'M RUINED AS A WRESTLER, ANYWAY!"

A STRANGE COMMENT, LIEUTENANT. AGREE TO MR. X'S TERMS, BECAUSE I VOLUNTEER TO BE KING ARTHUR'S CHAMPION!

I DON'T KNOW... I DON'T LIKE IT...

ALL RIGHT. I'LL DO IT! BUT ONLY BECAUSE I CAN'T THINK OF ANYTHING BETTER! JUST ONE THING, CAP-- YOU BETTER WIN, OR I'LL SEE IF I CAN MAKE THINGS PRETTY HOT FOR YOU!

8

IN FACT, I'M GOING TO STACK THE DECK FURTHER--BY PUTTING PLAIN-CLOTHES DETECTIVES IN ALL THE RINGSIDE ROWS--AND AT EVERY EXIT! HE'LL NEVER LEAVE FREE!

DON'T BE SHOCKED, CAP! MURDERERS DON'T DESERVE FAIR DEALS!

PERHAPS NOT, BUT YOU'VE GIVEN ME ALL THE MORE REASON TO MAKE SURE THAT I DO NOT FAIL!

I'LL BE IN TOUCH, KING ARTHUR!

THANK YOU, CAPTAIN! SAY, THAT'S QUITE A GRIP YOU'VE GOT THERE!

AS IS YOURS, KING ARTHUR! I'M PROUD TO HAVE MET YOU!

HUH? I STILL DON'T SEE HOW THOSE TWO HIT IT OFF SO WELL!

AHHH, LIEUTENANT, THEY'RE A BREED TRULY RARE IN THIS SORDID WORLD! WOULD THAT WE WERE ALL CAST FROM SUCH A STERLING MOLD!

LATER THAT AFTERNOON, IN BROOKLYN HEIGHTS...

THIS IS THE SECOND WEEK I'VE NOT LANDED A SINGLE FREELANCE ART ASSIGNMENT--I'D BETTER FIND SOMETHING QUICK, OR THE RENT'LL--

THAT WOMAN! SHE'S WALKING RIGHT INTO THE PATH OF A SPEEDING CAR!

BLAST IT! THERE'S NO TIME TO TURN INTO CAPTAIN AMERICA!

BUT I CAN'T STAND HELPLESSLY BY WHEN ANOTHER'S LIFE IS THREATENED! EVEN IF IT JEOPARDIZES THE CIVILIAN LIFE I'VE TRIED SO HARD TO SECURE--

I MUST RESCUE HER--AS *STEVE ROGERS!*

SORRY IF I WAS A LITTLE ROUGH ON YOU, MA'AM, BUT-- *BERNIE!*

STEVE--IS THAT REALLY YOU--? OH, I FEEL SO--FOOLISH!

AND YOU LOOK--WELL, NOT YOUR BEST. YOUR HANDS ARE SHAKING, YOUR STEPS ARE UNSTEADY. NO PROTESTS--I'M ESCORTING YOU HOME! THEN, YOU'RE GOING TO TELL ME WHAT'S WRONG!

SOON...

WHEN SOMETHING IS BOTHERING YOU, IT SOMETIMES HELPS TO TALK ABOUT IT.

STEVE... PLEASE... I CAN'T BRING MYSELF TO BURDEN YOU WITH MY PETTY PROBLEMS--! I'LL BE OKAY... HONEST!

I'VE NEVER SEEN BERNIE SO DISTRAUGHT...

COME ON, BERNIE--WE ALL NEED HELP SOMETIMES!

NOT YOU! I CAN'T BELIEVE ANYTHING COULD EVER BOTHER YOU, STEVE. YOU'RE ALWAYS SO ***SURE*** OF YOURSELF--SO SELF-CONFIDENT--I FELT THAT THE FIRST DAY I MET YOU!

FOR MOST PEOPLE, WALKING IS JUST WALKING--AND NOTHING MORE. BUT YOU ***STRIDE***, STEVE--SHOULDERS BACK, EYES ALERT--IT'S LIKE WATCHING A LION ABOUT TO LEAP INTO ACTION AT ANY MOMENT!

I'M NOT MAKING ANY SENSE.

YOU'RE VERY PERCEPTIVE, BERNIE. BUT SO AM I, SOMETIMES. I KNOW SOMETHING'S EATING YOU... IT'S THAT MURDER, ISN'T IT?

STEVE, A LOT OF PEOPLE HANG ONTO THINGS THEY HELD DEAR IN CHILDHOOD--A STUFFED BEAR, A SPECIAL BLANKET--WELL, FOR ME IT WAS ALL-STAR WRESTLING!

I LOVED THAT SHOW! OVER THE YEARS, IT CAME TO MEAN A SIMPLE REMINDER OF HAPPIER TIMES OF MY LIFE!

BUT THAT MURDER--! WHY MUST ANYTHING THAT BRINGS JOY TO PEOPLE ALWAYS GET RUINED? ***WHY--?*** DON'T ANSWER THAT, STEVE! JUST... HOLD ME, PLEASE!

I KNOW NOTHING CAN BRING BACK WHAT YOU LOST, BERNIE--BUT THE DEATH OF THAT WRESTLER, AND OF SO MANY DREAMS, SHALL BE AVENGED! I SWEAR IT!

10

A WEEK LATER, AT MADISON SQUARE GARDEN...

LADIES AND GENTLEMEN-- HERE TO INTRODUCE THE OPPONENTS IN TONIGHT'S HISTORIC BATTLE IS THE ONE AND ONLY--*KING ARTHUR!*

MARTY, THE PEOPLE IN THE AREA AND OUT THERE IN THE HOME AUDIENCE DESERVE TO KNOW WHY I AGREED TO THIS MATCH!

THEY MAY SCOFF, THEY MAY CURSE ME-- AND, IF MR. X WINS, THEY MAY HATE ME FOREVER--BUT I AGREED TO THIS FIGHT BECAUSE OF... *HONOR!*

WITHOUT THAT CODE OF SELF-DISCIPLINE, A MAN IS LESS THAN NOTHING! MR. X. KNOWS THAT-- AND HE KNOWS THAT I VALUE MY HONOR ABOVE ELSE--EVEN WELL-JUSTIFIED VENGEANCE!

HE APPEALED TO MY SENSE OF FAIR PLAY AND HONOR. PLEADED FOR THIS CHANCE TO PROVE HIS INNOCENCE IN THE RING, DESPITE THE OVERWHELMING EVIDENCE THAT CONDEMNS HIM! IF A MAN ASKS FOR A CHANCE TO REDEEM HIS HONOR, I CANNOT REFUSE.

HIS OPPONENT TONIGHT IS A MAN BOUND BY THAT IRON CODE AS WELL-- A MAN WHO'S DEDICATED HIS LIFE TO THE IDEALS OF OUR COUNTRY--

CAPTAIN AMERICA!

IN ALL MY COUNTLESS COMBATS AGAINST THE FIERCEST-- AND DEADLIEST-- FOES OF THIS NATION AND THE WORLD... I WAS THE UNDERDOG!

TONIGHT THE TABLES ARE TURNED-- I AM THE FAVORITE!

YET NO ONE MORE THAN ME KNOWS HOW SWIFTLY FATE CAN TWIST CERTAIN VICTORY INTO STUNNING DEFEAT!

I DARE NOT LET MY DEFENSES DOWN FOR EVEN AN INSTANT! TONIGHT, MORE THAN EVER, CAPTAIN AMERICA MUST NOT FAIL!

HMM... WHERE'S MR.X? HE'S CERTAINLY TAKING HIS TIME. I WONDER IF HE'S... WAIT! THAT ROPE, DROPPING FROM THE RAFTERS!

MR.X!

SAVE YOUR BREATH, AVENGER-- YOU'RE GONNA NEED IT! YOU'RE ON MY TURF NOW!

AND MR.X NEVER PULLS *ANY* PUNCHES!

CHAK

⇒Uhn!⇐

FUNNY, I THOUGHT YOU'D BE WISE TO THAT SNEAK AT-TACK!

MAYBE YOU'RE NOT AS HIGH AND MIGHTY AS YOU'RE CRACKED UP TO BE!

I THOUGHT I MIGHT HAVE A TOUGH FIGHT AHEAD OF ME -- BUT THIS LOOKS LIKE IT'S GOING TO BE A PIECE OF CAKE!

HE'S GETTING READY TO LEAP. I MUST TIME MY MOVE PERFECTLY-- THE SLIGHTEST ERROR ON MY PART AND HE'LL HAVE ME PINNED!

HERE'S WHERE THIS MATCH ENDS --⇒AKK⇐

GUESS AGAIN, MR.X-- YOU TELEGRAPHED THAT MOVE BY A COUNTRY MILE!

WUUMP!

EVEN SO, HE MANAGES TO MOVE AMAZINGLY FAST! THE MAN IS IN TOP PHYSICAL CONDITION!-- A SERIOUS FOE TO BE RECKONED WITH!

YEAH, MAYBE I DID, OR MAYBE I JUST SET YOU UP FOR THIS--

--MY PATENTED *LEAPING BACK-BITER KICK!*

WHAT'S WRONG WITH CAP? HE SHOULD'A CLOBBERED THAT CREEP LONG AGO!

AHHH, CAP'S JUST PLAYING WITH MR. X-- LIKE A CAT WIT' A MOUSE!

I'M NOT SO SURE! MR. X HAS CAP HURT-ING! THIS FIGHT IS GOING DOWN TO THE WIRE.

12

WAIT A MINUTE! I GET IT NOW! YOU'RE NOT THE *REAL* CAPTAIN AMERICA-- YOU'RE JUST SOMEBODY DISGUISED AS CAP!

THE REAL ONE WOULD NEVER HAVE LET ME TOUCH HIM!

WELL, IF KING ARTHUR THOUGHT ANY WRESTLER CAN BEAT ME-- HE'S DEAD WRONG! I'M THE BEST IN THE BUSINESS!

AN' HERE'S WHERE I PROVE IT-- AND MY *INNOCENCE*-- ONCE AND FOR ALL!

CAP-- LOOK OUT! MR. X IS GOING INTO THE FLYING FOUR-FLUSHER--

-- HE'S GOING TO KILL YOU, TOO!

SCARED, CAPTAIN CARBON-COPY? YOU SHOULD BE--!

I AIN'T NEVER LOST A MATCH USING THIS ATTACK!

THERE'S ALWAYS A FIRST TIME FOR EVERYTHING, MR.X--

-- AND, FOR YOUR "FLYING FOUR-FLUSHER," THIS IS IT!

WHAP!

YOU'RE GOOD, MR. X-- BUT I'VE BEEN "PLAYIN' POSSUM"! A TRAINED MAN OF ACTION ALWAYS SIZES UP HIS OPPOSITION-- HOLDING BACK JUST ENOUGH TO ASSESS THE OTHER'S SKILL!

AS STRONG AND SWIFT AS YOU ARE, YOUR SKILLS ARE STILL THOSE OF A PERFORMER... A WRESTLER FOR HAVING ON A SHOW FOR HIS FANS!

I... I MUST GET MY BREATH BACK... TURN AND ATTACK HIM BEFORE HE CAN ATTACK ME...

I CAN'T LET THEM THROW ME IN JAIL AGAIN-- I *CAN'T!*

FOR ME, MY AUDIENCE WAS ALSO MY FOE -- HITLER, ZEMO, THE RED SKULL, MODOK!

AND, MISTER--THAT CROWD PLAYS FOR KEEPS!

NO! =UNH!=

DA-KAK!

BU-WONG!

THERE! MY DUTY IS DONE! NOW YOUR FATE LIES IN THE HANDS OF THE LAW!

--OMIGOSH--THAT'S RAY DEACON-- THE *MIDNIGHT SLASHER!*

"YEARS AGO, NEW YORK TREMBLED WITH FEAR AS VICTIM AFTER VICTIM FELL BEFORE THE RAZOR-SHARP BLADE OF A SINISTER NIGHT-TIME KILLER!

WE TOUS!

"ONE MAN--RAY DEACON--WAS CAUGHT, PROSECUTED AND SENTENCED FOR THE BRUTAL SLAYINGS!

"FIVE YEARS AFTER HIS CONVICTION, THE REAL MIDNIGHT SLASHER WAS FOUND! DEACON WAS SET FREE AND IMMEDIATELY DROPPED OUT OF SIGHT.

WE SEE NOW THAT HE BECAME THE MYSTERIOUS MR. X! NO WONDER HE ALWAYS KEPT HIS IDENTITY SECRET FROM EVERYBODY!

BUT AS MR. X, HE BECAME THE HOMICIDAL MANIAC THAT EVERYONE ONCE BELIEVED HIM TO BE! THANKS TO CAPTAIN AMERICA HIS KILLING DAYS ARE *OVER!*

14

DAYS LATER...

LOOKS LIKE THIS ADVERTISING ASSIGNMENT I WRANGLED IS THE ANSWER TO ALL MY PRAYERS. MAYBE THIS IS THE BIG BREAK THAT'LL FIRMLY ESTABLISH MY *REPUTATION*. ANYWAY, AT LEAST THE RENT CAN FINALLY BE PAID!

THAT IS IF I CAN MANAGE TO KEEP MY MIND ON MY *WORK!*

BUT I KEEP THINKING ABOUT THAT FIGHT WITH MR. X-- AND THAT MURDER BOUT ON T.V.! SOMETHING WAS DIFFERENT ABOUT THOSE TWO FIGHTS-- BUT *WHAT?*

THAT'S JUST IT--I DON'T KNOW! BUT I'LL NEVER GET ANYTHING DONE UNTIL I DISCOVER WHAT IT IS ABOUT THOSE FIGHTS THAT STILL BOTHERS ME!

THE BEST PLACE TO START IS-- THE WRESTLING ARENA!

BERNIE--?

NO ANSWER-- BUT I KNOW SHE IS STILL THERE! I HOPED SHE'D SNAP OUT OF HER DEPRESSION WHEN SHE SAW CAPTAIN AMERICA BRING MR. X DOWN-- BUT SHE HASN'T LEFT HER APARTMENT-- OR ANSWERED HER PHONE IN DAYS!

THE LONGER THIS LASTS-- THE WORSE IT WILL GET!

LUCKY FLORIST

OPEN

BUS STOP

HMMM...

WOULD YOU LIKE A CARD, SIR?

BUS STOP

YES, AND DELIVER THE ROSE TO THIS ADDRESS...

FREEZE, YA LIGHT-FINGERED LIMEY-- THIS IS THE POLICE-- YOU'RE UNDER ARREST!

MY WORD!

LUCKY FLORIST

IF YOU THINK YOU'RE IN TROUBLE NOW-- WAIT UNTIL YOU MEET A CERTAIN LIEUTENANT AT HEADQUARTERS!

KING ARTHUR MIGHT NOT LET JUST ANYONE INTO THEIR WRESTLING LIBRARY--

-- BUT A FREELANCE ARTIST NEEDING REFERENCE-- IT JUST MIGHT WORK! BUT, ASSUMING I GET INTO THE LIBRARY, WHAT DO I LOOK FOR?

15

AND, AT KING ARTHUR'S OFFICE...

WELCOME, MR. ROGERS! MY SECRETARY SAYS THAT YOU NEED SOME MODELS FOR AN ARTICLE YOU'RE ILLUSTRATING!

BIG BOUT

Wrestling TONIGHT

KID KONG VS KING ARTHUR

YES--IT'S ABOUT PHYSICAL FITNESS IN THE ATHLETIC PROFESSION. I WAS HOPING I COULD USE YOUR *RESEARCH LIBRARY*, SIR!

YOU'D BE MORE THAN WELCOME TO IT-- IF IT EXISTED!

YOU MEAN-- YOU DON'T HAVE ONE?

I'M SORRY TO DISAPPOINT YOU-- BUT UNLIKE THE MAJOR PRO SPORTS THAT CAN AFFORD TO MAINTAIN THE LIBRARY AND FILES YOU'RE THINKING OF-- WRESTLING CANNOT!

WE'RE A STRUGGLING SPORT, TRYING TO OVERCOME A BAD REPUTATION. WE'RE MORE ENTERTAINMENT THAN ORGANIZED ATHLETICS!

I SEE...

AGAIN, I'M SORRY BUT SO LONG AS YOU ARE HERE, FEEL FREE TO MAKE SKETCHES OF OUR WRESTLERS IN TRAINING!

AND, ONCE OUTSIDE KING ARTHUR'S OFFICE...

SAY, YOU'RE MARTY, THE RINGSIDE ANNOUNCER, AREN'T YOU?

YES, WHY?

I'M AN ARTIST LOOKING FOR WRESTLERS TO DRAW. WHO WOULD BE MY BEST SUBJECTS?

ANY OF KING ARTHUR'S MEN! THEY'RE IN THE BEST SHAPE AND THEY'VE GOT THE BEST STYLE! YOU SHOULD SEE THEIR LEAPS! BEST IN THE BUSINESS--IN FACT, IT'S THEIR TRADEMARK!

IT IS? HMMM...

HERE'S OUR TAPE LIBRARY--IT HAS VIDEO RECORDINGS OF ALL OUR MATCHES AND PRACTICES! BUT THE PERSON YOU SHOULD REALLY SEE IS KING ARTHUR!

TAPE LIBRARY

DON'T WORRY, I WILL--

--AFTER I'VE FOUND WHAT I WANTED IN THIS SUPPOSEDLY NON-EXISTENT LIBRARY!

16

WHY WOULD KING ARTHUR MISLEAD ME ABOUT THIS LIBRARY--? COULD HE HAVE BEEN THINKING OF SOMETHING ELSE--OR WAS HE TRYING TO HIDE SOMETHING?

I CAN'T BELIEVE THAT KING ARTHUR WOULD DELIBERATELY DECEIVE ME--THE MAN *IS* HONEST! STILL... I HAVE THIS NAGGING DOUBT!

I'D BETTER GET ON WITH THE REAL REASON FOR MY VISIT--WATCHING THE TAPES OF THE TWO MATCHES!

MAYBE, BY COMPARING THEM--SEEING ONE RIGHT AFTER THE OTHER--I'LL DISCOVER THE CLUE I NEED!

THERE'S MR. X ON THE NIGHT OF THE MURDER! THAT LEAP HE JUST MADE IS SPECTACULAR!

EVEN CAPTAIN AMERICA WOULD BE HARD-PRESSED TO MATCH IT!

A FEW MINUTES LATER...

THERE I AM, BUT SOMETHING *IS* DIFFERENT ABOUT MR. X IN THIS FIGHT! HE SEEMS SLOWER--AND THAT LEAP DOESN'T LOOK QUITE THE SAME, EITHER!

IS IT MY IMAGINATION, OR...

THE COMPARISON IS REPEATED, AGAIN AND AGAIN, UNTIL...

IT'S ALMOST TOO INCREDIBLE TO BELIEVE, BUT I'M SURE OF IT!

THE MAN WHO KILLED JUMPIN' JACK FLASH IS *NOT* THE MAN CAPTAIN AMERICA FOUGHT!

I'M TAKING THIS TAPE TO KING ARTHUR--LET HIM SEE FOR HIMSELF! HE COULD VERIFY MY SUSPICIONS--AND TELL, BY THE WRESTLER'S STYLE, WHO THE KILLER IS!

THEN, RAY DEACON--THE REAL MR. X--CAN GO FREE!

BUT WHO COULD THE KILLER BE--AND WHY WOULD HE DISGUISE HIMSELF AS MR. X?

17

KING ARTHUR, I--WHAA--?

LOOKS LIKE WE GOT OURSELVES AN UNINVITED GUEST HERE, ARTHUR!

FOOL! THAT'S THE SO-CALLED ARTIST I WARNED YOU ABOUT--THAT'S WHY I TOLD YOU TO POSTPONE YOUR DELIVERY UNTIL NOW--WHEN HE SHOULD HAVE BEEN GONE!

WHAT ARE YOU TALKING ABOUT--? WHAT ARE THOSE BOXES ON YOUR DESK?

HE MAY BE AN ARTIST--BUT I'VE TRAINED TOO MANY WRESTLERS NOT TO SPOT A TRUE *FIGHTING MAN* WHEN I SEE ONE! HOLD HIM TIGHT-- DON'T GIVE HIM EVEN THE HINT OF A CHANCE TO BREAK AWAY!

ROGERS, YOU'VE ALREADY SEEN TOO MUCH TO ALLOW YOU TO LEAVE HERE ALIVE--SO I MAY AS WELL TELL YOU WHAT YOU'RE ALREADY BEGINNING TO SUSPECT!

THOSE BOXES CONTAIN EXPERIMENTAL UNSTABLE AND ILLEGAL-- *ANABOLIC STEROIDS!*

JUMPIN' JACK FLASH FOUND OUT I HAD BEEN SECRETLY FEEDING THEM TO ALL MY WRESTLERS. HE WAS GOING TO BLOW THE WHISTLE ON MY OPERATION--

-- SO I KILLED HIM!

YOU--YOU'RE NOT CRIPPLED! THEN, IT WAS *YOU* WHO DISGUISED YOURSELF AS MR. X AND KILLED JUMPIN' JACK IN THE RING! BUT HOW--?

I SLIPPED MR. X A "MICKEY" BEFORE THE FIGHT!

WHILE HE WAS ASLEEP, I WAS IN THE FIGHT!

I'D BETTER PLAY ALONG...FOR NOW.

THOSE STEROIDS GAVE ME BACK THE FULL USE OF MY LEGS--AND MADE ME VIRTUALLY SUPER-HUMAN! SO LONG, ROGERS--

--I'M ORDERING YOU TO TAKE A "FALL" IN THIS FIGHT--ALL THE WAY TO THE *INCINERATOR!*

18

MUST ACT FAST... THE PRICE FOR ANY MISTAKE WILL BE... MY LIFE!

THE INCINERATOR BELOW... IT'S A BLAST FURNACE! ONLY SECONDS REMAIN BEFORE I REACH THE FLAMES! MUST PUSH OUT... AGAINST THE BRASS TUBING... WITH EVERY OUNCE OF MY STRENGTH!

...PRAY I BEND IT BACK... AND... UNGH... JAM THE ENDS INTO THE HEATING DUCTS BEFORE IT'S... TOO LATE!

I DID IT! BUT THERE'S *NO TIME* TO REST--

THERE'S AN INNOCENT MAN TO FREE!

AND A SCORE TO SETTLE WITH KING ARTHUR!

MEANWHILE, IN THE ARENA ABOVE...

LOOK, ARTHUR, I DON'T LIKE THE WAY THAT ARTIST-GUY STUMBLED INTA OUR OPERATION! I'M STOPPIN' DELIVERIES UNTIL I'M SURE THERE AIN'T ANY COPS...

NO! THE DELIVERIES SHALL CONTINUE! MY REPUTATION AS COACH AND TRAINER DEMANDS THAT MY WRESTLERS MUST NOT BE DENIED THOSE STEROIDS FOR ANY REASON!

IF ANYONE ELSE INTERFERES -- AS DID JUMPIN' JACK AND ROGERS -- HE SHALL *DIE!*

SUDDENLY...

THAT'S A PRETTY UNCHIVALROUS ATTITUDE, KING ARTHUR!

CAPTAIN AMERICA--! STOP HIM! KILL HIM!

19

I'M SURE THEY WOULD TRY-- IF THEY WERE STILL CONSCIOUS!

BAH! ONCE I GET MY HANDS ON YOU-- YOU'RE DEAD!

I'VE HEARD A LOT OF THREATS IN MY TIME, FRIEND, AND I KNOW I'M GOING TO HEAR MANY MORE!

SPARE ME THE SPEECHES, CAP-- THE FIGHT'S OVER--

YOU DARE--?!?

--BECAUSE I'M HANDING KING ARTHUR TO YA IN RETURN FOR MY FREEDOM!

NO ONE CROSSES ME WITH IMPUNITY! THE PRICE FOR SUCH TREACHERY IS--*DEATH!*

EEEAYAH!

YOU BUTCHERING ANIMAL! NEVER HAVE I WITNESSED SUCH BLACK, HEARTLESS DE-CEIT AND SAVAGERY!

YOU CALLOUSLY-- *WILLINGLY*-- BETRAYED THE NOBLE IDEALS YOU PUBLICLY ESPOUSE!

THOSE IDEALS ARE FOR WEAKLINGS!

NOT TRUE! ⁼URK!⁼

YOU ARE A FOOL-- ESPOUSING A CONCEPT THAT HAS NO MEANING IN THIS SICK, DECADENT SOCIETY!

I AM THE FORGER OF A *NEW IDEAL* THAT FOR THE STRONG, ALL ACTION IS ACCEPTABLE! *MIGHT MAKES RIGHT!*

AS THOSE STEROIDS RENEWED ME-- SO SHALL THEY MAKE MY CHOSEN FEW *INVINCIBLE!*

MY IDEALS SHALL REPLACE THE OLD, WORLD-WEARY STANDARD AS EASILY AS I DEFEAT-- AND KILL--YOU!

20

I AM BORED WITH THIS GAME -- I SHALL FINISH IT, AND YOUR LIFE, *NOW!*

SORRY TO DISAP-POINT YOU, CRUMB, BUT I'M NOT READY TO CASH IN MY CHIPS!

IMPOSSIBLE! NO ONE COULD LEAP AWAY FROM ME -- I'M TOO FAST!

MAYBE YOU WERE, ON THE WRESTLING RING, IN FRONT OF THE T.V. CAMERAS! BUT THIS IS NO SHOW--

--THIS IS THE REAL *THING!*

HOW'S THIS FOR..."*SHOW*"?

... GROGGY FROM THE PAIN... BUT I CAN'T STOP FIGHTING... MUST--*UNH!*

YOU ARE A WORTHY OPPONENT--A FITTING TEST FOR THE PROOF OF MY BELIEF!

YOUR DEFEAT-- AND DEATH-- SHALL PROMOTE MY CAUSE!

BEFORE YOU DIE, I WANT TO HEAR YOU RENOUNCE YOUR IDEAL OF HONOR!

ADMIT MY WORDS ARE TRUE-- *ADMIT IT!*

NEVER!

YOU'LL STILL FALL AT MY FEET! NO ONE HAS EVER DEFEATED KING ARTHUR -- NO ONE EVER WILL!

THEN I GUESS THERE'S NOTHING I CAN SAY, EXCEPT--

-- KING ARTHUR, HERE'S WHERE YOU GET *CROWNED!*

KRAK

21

HE'S GETTING UP-- HIS STAMINA IS INCREDIBLE! BUT HE'S DAZED-- CONFUSED!

MUST USE MY SHIELD TO GOAD HIM INTO CHARGING LIKE A BULL!

WOK!

SO MUCH FOR YOUR NEW IDEAL! YOU JUST FELL FOR ONE OF THE OLDEST TRICKS IN MY BOOK!

YOU MAY HAVE WON THIS FIGHT-- BUT RAY DEACON WILL ROT IN PRISON, BECAUSE I'M NOT TELLING ANYONE THAT I KILLED JUMPIN' JACK FLASH!

YOU WON'T HAVE TO, KING ARTHUR--I WILL!

I HEARD EVERYTHING! YOU--YOU HAD THE WRESTLING WORLD IN THE PALM OF YOUR HAND! BUT...YOU HAD TO HAVE MORE--

--IT DROVE YOU TO BETRAY EVERYTHING YOU ONCE HELD DEAR--HONOR, WRESTLING... AND YOUR FANS!

THUS...

I'LL NEVER BE ABLE TO REPAY YOU, CAP-- YOU KNOW THAT!

FORGET IT, SON-- MY REWARD IS SEEING AN INNOCENT MAN GO FREE.

BUT FREE TO DO WHAT? WHO WILL TAKE A MAN TWICE ACCUSED OF MURDER?

DON'T FORGET-- THAT MAN WAS ALSO TWICE FREED!

THIS MAY BE AN IMPERFECT NATION, RAY--BUT WE OWN UP TO OUR MISTAKES!

I THINK YOU'LL FIND MORE CHANCES FOR YOU NOW THAN YOU EVER DREAMED. ALL YOU HAVE TO DO IS MAKE THE RIGHT CHOICE--AND I KNOW YOU WILL!

AND, IN BROOKLYN HEIGHTS...

DELIVERY FROM LUCKY FLORISTS, MA'AM!

NO ANSWER! THE GUY SAID SHE'D BE HOME... AH, WELL...

NOK NOK!

HOURS LATER...

WHO...?

THE WORDS ARE SIMPLE. THE MESSAGE, BRIEF...

THE WORDS BRING TEARS TO HER EYES, NOT OF SORROW...

...BUT OF JOY. THOUGH DEATH CAN NEVER BE DENIED, NEITHER CAN LIFE, ESPECIALLY WHEN THERE ARE THOSE WHO CARE.

end

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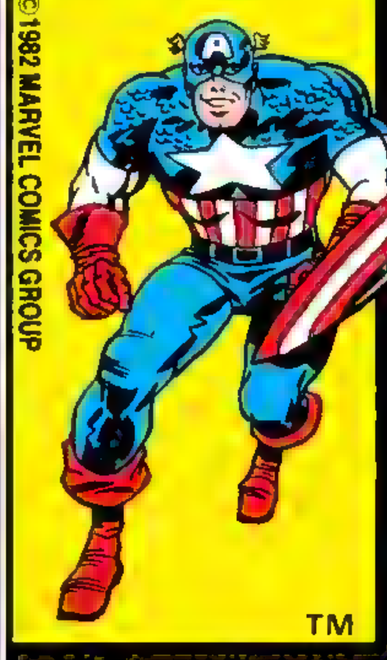

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CAPTAIN AMERICA®

ZECK/BEATTY

Stan Lee PRESENTS: CAPTAIN AMERICA!®

MEAN STREETS

TO THE POET, RAIN IS NATURE'S WAY OF CLEANSING THE EARTH, OF WASHING AWAY THE STAINS OF MAN'S SIN.

BUT HERE, IN THE BLACK HEART OF MANHATTAN--WHERE DREAMS BECOME NIGHTMARE AND INNOCENCE BECOMES LUST--NOTHING SHORT OF **THE GREAT FLOOD** COULD WASH THE STENCH FROM THE STREETS... OR THE DESPERATE PEOPLE WHO WALK THEM.

IT'S A PERDITION MADE OF NEON, CHEAP WINE BRAZEN COME-ONS, AND SUDDEN DEATH -- AND, RIDING THROUGH IT, THE LIVING LEGEND CALLED **CAPTAIN AMERICA** CANNOT HELP BUT PONDER THE FACT THAT THIS, TOO, IS AN INTEGRAL PART OF THE NATION HE SO LOVES...

J. M. DeMATTEIS SCRIPTER * MIKE ZECK PENCILER * JOHN BEATTY INKER * RICK PARKER LETTERER * BOB SHAREN COLORIST * MARK GRUENWALD EDITOR * JIM SHOOTER ED-IN-CHIEF

... AND HE SHUDDERS.

... IT'S AS IF ALL THE BACKWATERS OF OUR MINDS ARE GIVEN *FORM* IN AREAS LIKE THIS! BUT WHAT DOES THAT SAY ABOUT US? ARE WE REALLY SO--*EH?!*

CORPSE PIZZA

OH, PLEASE-- HELP! *HELP!*

SHE LEAPS OUT, HALF-OBSCURED BY SHADOW AND RAIN, INTO THE GLARE OF THE BIKE'S HEADLIGHT AND, BY RIGHTS, THAT SHOULD BE HER LAST ACT.

BUT CAPTAIN AMERICA IS A MAN ACCUSTOMED TO THE UNEXPECTED - LIGHTNING-FAST REFLEXES MANAGE TO SWERVE THE MOTORCYCLE ***AROUND*** THE FRANTIC WOMAN.

THE RAIN - SLICKED STREETS, UNFORTUNATELY, DO THE REST.

THE BIKE SKIDS ONE WAY-- CAP ANOTHER... AND THOUGH HE EXPERTLY ROLLS **WITH** THE FALL, HE SKITTERS HELPLESSLY THROUGH A PUDDLE, SLAMMING HARD INTO A PARKED CAR.

BLAST! I WRENCHED MY SHOULDER... HURTS LIKE THE DEVIL! BUT I CAN'T WORRY ABOUT THAT NOW!

WHAT IS IT, MISS? WHAT'S WRONG?

SHE TRIES TO SPEAK, BUT A TWISTED MOAN IS ALL SHE CAN MUSTER.

SO SHE RAISES ONE TREMBLING ARM, POINTS LIKE A SHELL-SHOCKED ANGEL OF DEATH...

TAXI'S DOOR IS OPEN... LOOKS LIKE THE DRIVER'S SPRAWLED OUT ACROSS THE FRONT SEAT.

RUSTY'S RACK ATTACK!

... MUST HAVE BEEN ROBBED AND BEATEN. I'D BETTER ROLL HIM OVER AND HAVE A LOOK AT THE--

ZOO

OH, MY DEAR LORD.

THE CABBIE'S THROAT HAS BEEN SLIT...

... AND SLOPPILY, AT THAT.

CAN'T AFFORD TO WAIT FOR AN AMBULANCE... I'LL DROP HIM OFF AT ROOSEVELT HOSPITAL MYSELF.

I JUST PRAY THAT WHAT'S WAITING FOR ME IN HARLEM IS NOT NEARLY AS GRIM.

HARLEM COMMUNITY HOSPITAL, TWENTY-TWO MINUTES LATER...

DON'T YOU WORRY, SARAH-- JIM'S GONNA PULL THROUGH.

EMERGENCY

HARLEM

THE MOTORCYCLE HAS BEEN DISCREETLY PARKED, THE STAR-SPANGLED COSTUME SHED...

... AND IT IS FREELANCE ARTIST **STEVE ROGERS** WHO FINDS THEM ALL IN THE WAITING ROOM: **SAM WILSON** (a.k.a., THE FALCON,) HIS WOMAN **LEILA** HIS SISTER **SARAH,** AND HER SON **JODY.**

SAM!

THE BOY-- HOW IS HE?

DON'T KNOW. THE DOCTORS ARE STILL WORKING ON HIM.

LOOK, STEVE--I'M SORRY I GOT YOU OUT OF BED IN THE MIDDLE OF THE NIGHT, BUT--

SORRY--?!

THERE ARE TIMES A MAN NEEDS HIS FRIENDS BESIDE HIM, SAM. YOU'VE ALWAYS BEEN THERE FOR ME. CAN I DO ANY LESS?

NOW WHAT HAPPENED TO JIM?

THERE IS A DEEP SILENCE, AS IF THE WORDS ARE TOO PAINFUL TO BE SPOKEN. BUT ANGER SOON SHATTERS THAT SILENCE...

HE GOT **BLOWN AWAY** IS WHAT HAPPENED!

ME AN' MY COUSIN JIM HAVE BEEN WITH THE ***YOUNG WATCHERS***--TRYING TO PICK UP WHERE THE POLICE SLACK OFF...Y'KNOW, PATROL THE CITY AN' ALL...

WELL, TONIGHT WE CAME UP ON A LIQUOR STORE BEIN' ROBBED. JIM RAN UP AHEAD OF ME... CORNERED ONE OF 'EM. AND GOT FOUR **BULLETS** PUMPED INTO HIM!

SHOOT!

4

CAN YOU BELIEVE IT, STEVE? CAN YOU *BELIEVE* IT?!

I'VE BEEN WORKING SO LONG, SO HARD, TO DO SOMETHING DECENT AROUND HERE, WORKING WITH KIDS AS A SOCIAL WORKER BUSTING MY HUMP AS THE FALCON--

--BUT WHAT'S THE FREAKIN' USE?!

THIS WHOLE CITY'S A JUNGLE-- WE'RE JUST A BUNCH OF ANIMALS TRYIN' TO CLAW OUR WAY OUT!

SLAM!

SAM, YOU DON'T MEAN THAT. IT'S SO EASY TO REDUCE PEOPLE TO FACELESS ANIMALS. BUT YOU, OF *ALL* PEOPLE, KNOW WHAT IT IS THAT DRIVES MEN TO SUCH DESPERATE ACTIONS.

YOU WORK WITH IT EVERY DAY, SAM. YOU REACH OUT--YOU *CHANGE* PEOPLE.

YEAH. SO I GET THROUGH TO ONE OR TWO. WHAT ABOUT THE REST OF THEM?

THE ONES THAT GO OUT AND GET THEMSELVES KILLED--OR DIE OF A DRUG OVERDOSE--OR KILL SOMEONE *ELSE*...

THE POINT IS, SAM, THAT IF YOU DIDN'T TRY, TWO *MORE* WOULD'VE TAKEN A FAST TRAIN TO NOWHERE. BUT BECAUSE OF YOU, THEY DIDN'T.

BECAUSE OF YOU... THEY SURVIVED. AND, IF EACH ONE OF US TRIES TO REACH JUST ONE OR TWO OTH--

SPARE ME THE SPEECHES, STEVE! I DON'T WANNA *HEAR* IT!

SAM-- WAIT!

SAM!

LET HIM GO, STEVE. HE NEEDS TO BE ALONE FOR A WHILE. TO WORK THIS OUT FOR HIMSELF.

BUT WE CAN'T JUST LET HIM--

WE *HAVE* TO LET HIM!

BUT, HEY, THANKS FOR STILL GIVING A HOOT AFTER ALL THESE YEARS!

MAYBE YOU OUGHTTA GO GET SOME AIR, TOO. THE DOCTORS SAID WE WON'T KNOW ANYTHING FOR A FEW HOURS.

MAYBE I'LL DO JUST THAT, LEILA, AND...

...THANK *YOU*, TOO.

ONE COSTUME CHANGE LATER...

LEILA SEEMS SO MUCH MORE... ACCEPTING SINCE I FIRST MET HER. THE TENSION BETWEEN US USED TO BE SO THICK YOU COULD CUT IT WITH A KNIFE.

SHE KNOWS *SAM* ALL RIGHT. SHE KNOWS *HER MAN.*

I WONDER... WILL BERNIE EVER KNOW *ME* THAT WAY? NOW THAT WE'VE TAKEN THE FIRST STEP TOWARDS SOME KIND OF REAL RELATIONSHIP*-- I HOPE THAT WE CAN SHARE EVEN A SMALL PART OF WHAT SAM AND LEILA HAVE.

*ISSUE # 270.

BUT THEN, LEILA *KNOWS* THAT SAM IS THE FALCON. HOW WOULD BERNIE REACT TO THE FACT THAT THE MAN SHE LOVES IS A SCIENTIFICALLY-CREATED *SUPER-SOLDIER* DECADES OUT OF HIS TIME?

AND, COULD I EVER FEEL FREE ENOUGH TO SHARE THAT FACT *WITH* HER?

SSSOON, MY CHILDREN. *SSSOON.*

THE GNARLED, SHADOW-SHROUDED FIGURE SOFTLY CACKLES AS, SOME BLOCKS DISTANT, A MAN OF MUCH **GRIMMER** VISAGE SOARS ACROSS THE SMOGGY NIGHT SKY, HIS LOYAL BIRD, **REDWING** AT HIS SIDE. NO LONGER IS HE SOCIAL WORKER, SAM WILSON. NOW HE IS...

DON'T KNOW WHY I BLEW UP AT STEVE LIKE THAT...

...THE **FALCON!**

HE'S THE BEST FRIEND I'VE EVER HAD. WHAT HE SAID MADE GOOD SENSE, TOO. BUT STEVE'S SPEECHES ALWAYS **DO.** IT'S REALITY THAT'S SO BLASTED INSANE! WHAT HAPPENED TO JIM TONIGHT SURE DRIVES **THAT** POINT HOME!

BUT THAT'S STILL NO REASON TO COME OFF LIKE ATILLA THE HUN.

BUT MAYBE I'VE BEEN SO UPTIGHT LATELY 'CAUSE THE **COUNTRY** IS SO UPTIGHT! WE'VE GOT PEOPLE IN WASHINGTON WHO SEEM BENT ON MAKIN' THE RICH RICHER AND THE POOR POORER.

AND WHAT AM **I** DOING ABOUT IT? FLYING AROUND IN A UNION SUIT BEATING UP BAD GUYS!

WHICH BRINGS ME TO THE NEXT PROBLEM - I HAVEN'T TOLD ANYONE YET-- NOT EVEN LEILA-- BUT SOME FOLKS FROM THE LOCAL SCHOOLBOARD CAME UP TO SEE SAM WILSON TODAY--

--AND THEY WANT HIM-- **ME**-- TO RUN FOR **CONGRESS!** STEVE WOULD GET A LAUGH OUT OF THAT-- SEEIN' AS HOW **CAPTAIN AMERICA** TURNED DOWN A NOMINATION FOR **PRESIDENT** A WHILE BACK!*

AND HE WAS PROBABLY RIGHT, TOO. POLITICS IS A DEAD-END WORLD FULLA POWER-SUCKING, TWO-FACED LEECHES, WHO--

HEY! WHAT'S THAT?

*CAPTAIN AMERICA #250.

...AND SOMEBODY OVER IN THE CORNER THERE...

7

ONE OF THE LOCAL GANG KIDS-- BEATEN TO WITHIN AN INCH OF HIS LIFE, BY THE LOOKS OF HIM.

G-GET AWAY FROM ME, MAN! BACK OFF!

EASY, BROTHER-- I'M NOT GONNA HURT YOU.

HEY! Y-YOU'RE THE FALCON!

YOU'VE GOT IT. NOW, WHAT HAPPENED TO YOU? WHO DID THIS?

WHAT H-HAPPENED? I DON'T KNOW. I DON'T KNOW NOTHIN'!

HE'S NOT JUST GROGGY FROM THAT BEATING HE TOOK-- THIS KID'S STONED OUT OF HIS MIND.

WHAT'RE YOU HIGH ON, BROTHER?

HIGH? NOTHIN' MUCH. WEED... WINE... BIT'A *SMACK*.

WHEW. I THINK I'D BETTER GET YOU HOME BEFORE YOU--

YOU AIN'T GETTIN' HIM NO-WHERE, FALCON.

WHO THE--?

WE BEEN LOOKIN' FOR "LITTLE ANGEL" HERE, ALL NIGHT. WE WANNA KNOW WHY HE'S BEEN HIDIN' FROM US. WHAT'S THE MATTER, "LITTLE ANGEL," YOU ***SCARED*** OR SOMETHIN'?

YOU SURE GOT ***REASON*** TO BE.

8

THESE THE GUYS THAT BEAT YOU?

Y-YEAH. THAT'S THEM. THEY WERE STOMPIN' ON ME.

NOW I'M ONLY GONNA SAY THIS *ONCE*, PUNKS: PUT THE GUNS DOWN.

SHUT UP, FLY-BOY. YOU DON'T SCARE US.

WE GOT A SCORE TO SETTLE WITH "LITTLE ANGEL"-- AND WE'LL TAKE YOU DOWN, TOO, IF WE HAVE TO.

TRY IT.

I AIN'T JOKIN', MAN! WE'LL SHOOT YOU RIGHT WHERE YOU--

TRY IT!

THEY TRY...

BLAM BLAM

HOLEE-..!

PING

PING

PING

PING!

MY HAND!

SKRAW

WHAP

WOP

SMAK

...BUT THEY DON'T SUCCEED!

WHATEVER SMALL SENSE OF TRIUMPH THE FALCON FEELS IS PAINFULLY SHORT-LIVED...

AW, NO.

"LITTLE ANGEL'S" FLOWN THE COOP.

" AND, CONSIDERING THE ***CONDITION*** THAT KID'S IN, I'D BETTER FIND HIM BEFORE HE GETS HIMSELF KILLED ***WITHOUT*** THE HELP OF THESE CRUMBS!"

... ODD-- I FEEL AS IF THERE'S SOMETHING WAITING FOR ME OUT THERE TONIGHT. SOMETHING DECIDEDLY UNFRIENDLY.

EASY, CAP-- LET'S NOT BECOME PARANOID AT THIS STAGE OF THE GAME!

YET, ON A NIGHT LIKE THIS, WHEN I'VE BEEN CONFRONTED WITH TWO ***SENSELESS*** ACTS OF VIOLENCE--THIS CITY CAN'T HELP BUT FEEL A BIT LIKE THE JUNGLE SAM CALLED IT.

ADD IN THE FACT THAT, JUST A FEW HOURS AGO,* MY OLD FRIEND ARNIE ROTH WAS USED AS BAIT IN A MYSTERIOUS PLOT TO MURDER ME--

--AND MAYBE IT'S NOT PARANOIA AT ALL!

*ISSUE #270 TO US.

MAYBE IT'S JUST THE SIXTH SENSE OF AN OLD WAR-HORSE WHO'S COME FACE-TO-FACE WITH DANGER SO OFTEN THAT--

EH? WHAT'S THIS--?!

AND THEN, FOR THE SECOND TIME IN ONE NIGHT, A FIGURE DARTS INTO THE MOTORCYCLE'S PATH! FOR THE SECOND TIME, THE BIKE TURNS ON A HAIR-PIN...

...BUT THE **OUTCOME** IS QUITE DIFFERENT!

THIS IS MAD-NESS! I KNOW I DIDN'T HIT HIM -- I **COULDN'T** HAVE--

--YET HE SCREAMS AND FALLS AS IF I DID. WHY?

AS CAPTAIN AMERICA KNEELS BESIDE THE SILENT, TREMBLING FIGURE, HIS EVERY NERVE ENDING COMES ALIVE... ALERT! THEN, EVEN AS HE REACHES OUT, THAT WELL-HONED SIXTH SENSE SCREAMS OUT A WARNING, AND..

ARGH!

I MANAGED TO SNAP MY HEAD BACK IN TIME, BUT THOSE FINGERNAILS -- IF THAT'S WHAT THEY WERE -- WERE AN INCH LONG... SHARP AS RAZORS! IF I HADN'T MOVED QUICKLY, HE'D HAVE RAKED MY EYES!

I'VE BEEN SET UP AGAIN -- AND I DON'T **LIKE** THAT!

NOT ONE BIT!

THE HOODED FIGURE SKITTERS QUICKLY INTO A NEARBY TENEMENT, BOUNDS UP THE STAIRS WITH A LOPING, ANIMALISTIC GAIT.

CAPTAIN AMERICA KNOWS THAT HE'S EXPECTED TO FOLLOW...

... AND HE DOESN'T WANT TO DISAPPOINT HIS ATTACKER!

SO, IT'S THE ROOF WE'RE HEADED FOR! AS GOOD A PLACE AS ANY FOR AN AMBUSH.

HE TAKES THE FINAL STEPS FOUR AT A TIME. ALTHOUGH THE PAIN IN HIS WRENCHED SHOULDER IS CAUSING HIM GREAT DISCOMFORT, IT DOESN'T SHOW ON HIS FACE.

WHAT **DOES** SHOW, AS HE PUSHES BACK THE CREAKING ROOF DOOR, IS COLD SURPRISE...

... AND EVEN COLDER **HORROR!**

FOR THERE, GATHERED AROUND THE COWLED HUMP-BACK, LIKE LOYAL PETS AROUND THEIR MASTER, ARE **RATS**... HUNDREDS AND HUNDREDS OF RATS: RED-EYED, SILENT, STARING.

THE MOMENT HASSS COME!

12

THE FIGURE POINTS TOWARD CAP AND, IN RESPONSE, THERE IS MOVEMENT IN THE SEA OF RODENTS... MINOR AT FIRST, LIKE A SOFT BREEZE RIPPLING WATER.

THE SHIELD-SLINGER TENSES...

THEN, LIKE A GREAT GRAY WAVE, THE RATS SURGE FORWARD, SQUEALING WITH INHUMAN DELIGHT.

AND CAPTAIN AMERICA ACTS!

BUT IT IS EASIER BY FAR FOR HIM TO FEND OFF A HORDE OF ARMED MEN THAN IT IS TO DEAL WITH THESE TINY CREATURES THAT SEEM TO ATTACH THEMSELVES TO HIS FLESH...

NO MATTER HOW MANY HE BEATS BACK WITH HIS SHIELD, MORE ARE WAITING.

AND SO HE DOES WHAT ANY TRAINED SOLDIER WOULD DO IN SUCH A SITUATION...

HE RETREATS...

...AND READIES FOR THE COUNTER-ATTACK.

IT'S BAD ENOUGH THAT YOU HAVE TO USE THESE CREATURES TO DO YOUR JOB FOR YOU -- BUT MUST YOU HIDE YOURSELF BEHIND THAT CLOAK, AS WELL?

ARE YOU SO *AFRAID* OF ME THAT YOU WON'T FACE ME LIKE A MAN?

13

I AM NO FOOL, CAPTAIN! YOU ARE TRYING TO GOAD ME-- TO BUY TIME FOR YOURSSELF AS YOU WORK OUT A PLAN OF ACTION!

NO MATTER.

I AM NOT AFRAID TO FACE YOU--BUT I CANNOT FACE YOU AS A MAN--

FOR I AM NOT A MAN!

I AM DEATH!

I AM--

VERMIN!!

EITHER BY INSTINCT OR ACCIDENT, THE FANGED, HIRSUTE CREATURE SLASHES AT CAP'S INJURED SHOULDER...

WHATEVER IT WAS THE STAR-SPANGLED AVENGER HAD EXPECTED TO SEE BENEATH THAT HOOD, IT WAS NOT THIS! FOR LONG SECONDS HE STARES, DUMBFOUNDED, AT THE MAN-RODENT. AND, IN THOSE SECONDS, VERMIN **STRIKES!**

... AND HE FALLS, THRASHING ABOUT IN AGONY.

14

AS VERMIN LEAPS AGAIN...

...CAP FIGHTS BACK THE INCREDIBLE PAIN AND ROLLS TO AVOID THE NEXT ATTACK...

...AND AS HE REGAINS HIS FOOTING...

SSSO-- YOU *ARE* AS GOOD AS THEY SSSAY YOU ARE!

"THEY?" WHO SENT YOU, VERMIN? THE SAME MEN WHO USED ARNIE ROTH AGAINST ME? WHO ENTRAPPED ROTH'S FRIEND MICHAEL IN THE BODY OF A MONSTER?

INDEED, CAPTAIN! THE SSSAME MEN WHO MADE VERMIN WHAT HE IS TODAY! THE BELOVED MASSSTERS WHO HAVE DECREED--

--CAPTAIN AMERICA MUST DIE!

I AM AN *ANIMAL*, CAPTAIN-- WHILE YOU ARE BUT A MAN! YOU'RE SSSOFT PHYSICALLY AND EMOTIONALLY! I'VE NO FEELINGS TO CONFUSSSE ME! I DO WHAT THE MASSSTERS SSAY -- AND I DO IT GLADLY!

15

MEANWHILE, IN HARLEM...

... I'M IN LUCK--THERE'S "LITTLE ANGEL" NOW! HE LOOKS LIKE SOMEONE JUST DRAINED OUT ALL HIS SPIRIT...

HEY!

I'VE BEEN SCOURIN' THE STREETS FOR YOU, "ANGEL!" WHY'D YOU TAKE OFF LIKE THAT?

AW, MAN--WH-WHAT'S YOUR STORY, ANYWAY?

HOWCUM YOU'RE SO H-HOT TO BUG ME? WHY'RE YOU CHASIN' AFTER ME LIKE THIS? TELL ME THAT, MAN--

--WHY?

ONCE IT WOULD HAVE BEEN EASY TO ANSWER SUCH A QUESTION. BUT, ON THIS NIGHT--OF ALL NIGHTS...

THE FALCON TRULY DOESN'T KNOW.

RAYMOND!

SHOOT!

RAYMOND--THERE YOU ARE! MERCY, I WAS WORRIED SICK ABOUT YOU, CHILD! I WAS--

OH, MY. YOU'RE THAT FALCON, AREN'T YOU?

WELL, WHAT *IS* IT? WHAT'S HE DONE NOW?

I DON'T KNOW. I JUST KNOW THAT I FOUND HIM IN PRETTY BAD SHAPE AND I WANTED TO GET HIM HOME.

WELL, HE'S HOME NOW!

YOU'D BETTER GET YOUR BUTT UPSTAIRS, RAYMOND--AND INTO BED! WE'RE GONNA HAVE A LONG TALK IN THE MORNING! A *VERY* LONG TALK!

AW, MAMA.

UH... Mr. FALCON? THAT WAS A NICE THING YOU TRIED TO DO FOR MY BOY. WOULD YOU LIKE TO COME UPSTAIRS? I COULD MAKE US SOME COFFEE...

32

HE SMILES, NODS, AND FOLLOWS.

16

THE APARTMENT IS MUCH LIKE THE ONE SAM WILSON GREW UP IN. DIANE CURTIS REMINDS THE FALCON OF HIS *OWN* MOTHER... WARM, DIRECT, FULL OF A WOMAN'S TRUTH...

...WELL, I CAN AT LEAST THANK GOD THAT THE BOY'S ASLEEP-- AND ALIVE. I THOUGHT HE WAS DEAD FOR SURE THIS TIME.

IT'S HARD TRYING TO BRING UP A CHILD HERE...

"HARD" DOESN'T DO IT JUSTICE, FALCON. 'SPECIALLY NOT SINCE MY HUSBAND DIED...

"I'VE DONE MY DARNDEST TO RAISE RAYMOND PROPER. BUT THIS STINKING GHETTO DOES A BETTER JOB OF *RUINING* HIM.

"EVERYWHERE HE GOES HE SEES THE DRUGS AND THE STEALING AND THE VIOLENCE. HOW CAN A BOY HELP BUT GET SWEPT UP IN THAT?

"I PRAY FOR HIM, FALCON--

"-- AND I GO OUT ON THAT STREET WHENEVER I CAN TO TRY AN' GET AWAY FROM THOSE BUMS--!

"BUT THERE'S JUST SO MUCH A MOTHER CAN DO!"

IT'S NOT THAT HE'S BAD. HE'S *NOT.* WHY, YOU SHOULD SEE HIM PITCHING IN AROUND HERE-- HELPING WITH THE BABY AN'--

MAAMAA

THE SCREAM IS BLOOD-CURDLING...

... AS IS THE LOOK OF TERROR ON THE BOY'S FACE.

"ANGEL"--WHAT IS IT? WHAT'S WRONG?

DID YOU HAVE A NIGHTMARE, CHILD? IT'S NO WONDER WITH ALL THE GARBAGE YOU--

NO, MAMA. WASN'T A NIGHTMARE. NOT A *SLEEP-IN'* ONE, ANYWAY.

17

I--I *REMEMBER* NOW WHY THE GUYS WERE STOMPIN' ME. THEY KNOW HOW S-SCARED I WAS... THOUGHT I'D RUN TO THE COPS. Y'SEE-- W-WE ROBBED A LIQUOR STORE TONIGHT, MAMA.

COUPLE OF THEM "YOUNG WATCHER" DUDES CAME AFTER US. WE RAN. THE OTHERS G-GOT AWAY. I GOT CORNERED AND... AND...

WE HAD *GUNS* WITH US MAMA, AN'--AN'--

--I SHOT SOMEBODY TONIGHT!

YOU--?!

YOU MISERABLE LITTLE ANIMAL-- DO YOU KNOW WHAT YOU DID?

SAY YOUR PRAYERS, BOY-- 'CAUSE I'M GONNA TAKE YOUR SCRAWNY NECK AND WRING IT 'TILL YOU'RE--

WHAT AM I *SAYING?!*

HIS VOICE IS CHOKED WITH TEARS.

18

DOWNTOWN.

FWAGH!

I'M TIRED OF BEING A TARGET, VERMIN!

NOW YOU'RE GOING TO TELL ME JUST *WHO* YOUR "BELOVED MASTERS" ARE, OR--

WHUD!

--OR *NOTHING!*

DON'T YOU REALIZE, CAPTAIN--THAT YOU CANNOT HOPE TO WIN?

THE RATS' SUDDEN ATTACK-- THREW ME OFF BALANCE...

I'M FALLING TOO CLUMSILY... GOT TO RIGHT MYSELF, OR...!

19

UGH! MADE IT-- BUT MY LANDING WAS AWKWARD.. SLAMMED MY RIBS--!

AAHHHHH

GIVE IT UP, CAPTAIN!

SPANG

SPARE ME THE CASE HISTORY!

NO!

THE STREETS ARE MY KINGDOM! I GREW UP IN THEM! ALONE, WITH NO FAMILY, NO FRIENDS EXCEPT MY PRECIOUSS RATSS!

HE'S LYING SO STILL-- SO LIFELESS! BUT HE FOOLED ME WITH THIS ROUTINE BEFORE--

-- AND HE WON'T GET THE CHANCE TO DO IT--

--AGAIN?!!

THE PAIN IS BLINDING.

AHHHH

NEVER IN HIS LONG CAREER HAS CAPTAIN AMERICA ENCOUNTERED A FOE WHOSE METHODS WERE THIS CRUDE, THIS SAVAGE...

20

... THIS VILE...

YOU *ARE* AN ANIMAL, VERMIN! A GUTTER-RAT WITHOUT A SHRED OF HUMANITY IN YOUR SOUL!

SMAK

YOU'RE THE EMBODIMENT OF ALL THE DISEASE, ALL THE DEATH, ALL THE *PAIN* THAT HAUNTS THESE CITY STREETS!

KRAK

WELL, I'M FEEDING SOME OF THAT PAIN *BACK* TO YOU VERMIN!

KRUNCH

YOU'RE GOING TO HURT! *YOU'RE* GOING TO BLEED! *YOU'RE* GOING TO--

SPATTER

WHAT

AM

I

DOING?!!

NO, VERMIN, NO.

I'M NOT GOING TO KILL YOU. I'M NOT GOING TO BETRAY ALL MY BELIEFS AND BECOME WHAT YOU ARE.

I'M NOT.

BUT, HEAVEN HELP ME--

I NEVER KNEW THAT I COULD COME *SO CLOSE*...

21

MORNING. RAYMOND CURTIS HAS SURRENDERED HIMSELF TO THE POLICE. VERMIN HAS BEEN TURNED OVER TO S.H.I.E.L.D. FOR INTERROGATION. AND, HERE AT HARLEM COMMUNITY HOSPITAL...

I'VE GOT GOOD NEWS FOR YOU, MR. WILSON, MRS. CASPER...

...YOUR NEPHEW JIM IS GOING TO BE ALL RIGHT. IT WAS TOUCH AND GO THERE FOR A WHILE, BUT--

THANK YOU, DOCTOR. MORE THAN WORDS CAN SAY.

AND LET'S THANK GOD, TOO, WHILE WE'RE AT IT!

SAM--IS EVERYTHING--?

JIM'S OKAY, STEVE. HE--

WHAT IN HEAVEN HAPPENED TO *YOU*?!

I HAD A LITTLE ENCOUNTER WITH THE TRUTH. IT WASN'T VERY PLEASANT. BUT IT WAS IMPORTANT.

I THINK I KNOW JUST WHAT YOU MEAN, OLD BUDDY.

LISTEN, ALL OF YOU--THERE'S SOMETHING I WANT TO SAY.

SOME FOLKS FROM THE SCHOOL BOARD CAME TO SEE ME TODAY. IT SEEMS THEY... WELL, THEY WANT ME TO RUN FOR CONGRESS.

CAN'T SAY I LIKED THE IDEA AT FIRST...

...BUT THIS DISTRICT--THIS *WORLD*--NEEDS ALL THE HELP IT CAN GET--AND I'M GONNA BUST MY BACK TRYING TO *GIVE* IT SOME.

I'M GONNA RUN.

AND I BET YOU'LL WIN, MY FRIEND! I BET YOU'LL *WIN*.

22

FINIS.

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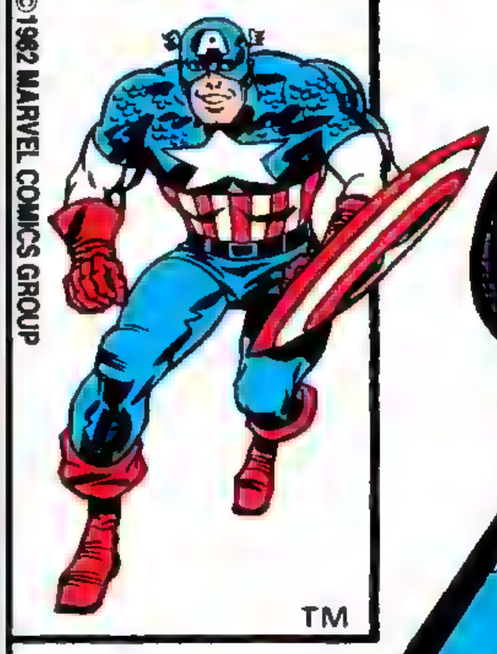

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TM

CAPTAIN AMERICA®

AND THE HOWLING COMMANDOS!

WHAT MORE CAN WE SAY, BUT--

WA-HOOO!

2ec

1940! As the world teetered on the brink of global war, frail ***Steve Rogers*** entered a secret laboratory and was transformed into the American ***super-soldier!*** For four thrilling years, he battled the Axis powers — until a freak stroke of fate threw him into ***suspended animation.*** When he awoke, he was a man decades out of his time! Since that fateful day, Steve Rogers has sought his destiny in this brave new world!

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CAP AND THE HOWLERS... TOGETHER AGAIN!

TONIGHT, THIS NEW YORK CITY BALLROOM IS THE SCENE OF A SPECIAL EVENT -- THE REUNION OF **NICK FURY** AND HIS FAMOUS U.S. ARMY COMBAT TEAM, THE **HOWLING COMMANDOS.** IT IS AN EVENT MADE EVEN MORE SPECIAL BY THE GUEST APPEARANCE OF THE STAR-SPANGLED AVENGER, **CAPTAIN AMERICA!**

GABRIEL JONES! IF YOU HAD ANY DOUBTS ABOUT HOW MUCH THIS NIGHT MEANT TO PHIL -- LOOK!

I DON'T KNOW WHO'S HAVING MORE FUN -- MY NEPHEW, OR ***DUM DUM!***

HEY, CAP! I GOT A FAN OF YOURS HERE WITH A CASE OF THE BASH-FULS! SAY HELLO TO PHIL LEONARD!

THAT'S QUITE A GRIP YOU GOT THERE, SON!

HOWLER REUNION

EXCUSE ME, COLONEL FURY -- BUT I, TOO, WISH TO MEET AMERICA'S FAMOUS SENTINEL OF LIBERTY!

THAT'S RIGHT, ERIC, YOU WEREN'T A HOWLER WHEN WE FOUGHT ALONGSIDE CAP! C'MON, I'LL GIVE YOU AN INTRO!

NICK, YA'D THINK A GUY HIS AGE WOULD HAVE THE DECENCY TO LOOK OLD! INSTEAD, HE FREEZES HIMSELF IN AN ICEBERG FOR A COUPLE DECADES, AND COMES OUT LOOKIN' NOT A DAY OVER THIRTY!

C'MON, YA OLD WALRUS, WE DON'T EXACTLY LOOK LIKE WE'RE READY FOR WHEELCHAIRS OURSELVES!

IT IS AN HONOR TO FINALLY MEET YOU! I AM ERIC KOENIG!

YOUR EXPLOITS AS A HOWLER WERE AN INSPIRATION TO US ALL, ERIC!

HEY, NICK -- WHERE'S *HAPPY SAM?* I THOUGHT YOU SAID OUR LOVABLE OLD COMMANDER WAS GONNA SHOW!

HE HAD TO ATTEND TO SOME BUSINESS FOR THE JOINT CHIEFS OF STAFF FIRST!

GOSH, REB, I CAN'T WAIT TO MEET MY MOTHER'S MOVIE IDOL -- *DINO MANELLI!*

HE'D BE HAPPIER THAN A FILLY FROLICKIN' IN A FIELD IF YA'LL TOLD HIM THAT, LIBBY!

STAY IN THE SHADOWS! STRIKE QUICKLY -- SILENTLY -- AT MY COMMAND!

ONCE INSIDE, LIBBY GOES HER WAY, AS ROBERT "REB" RALSTON IS HIMSELF CORRALLED BY...

IZZY COHEN! AND *PINKY PINKERTON!* AH DECLARE! AH'M AFRAID THIS LI'L OL' COUNTRY BOY IS TOO POORLY DRESSED TUH SIT WITH YOU CITY-SLICKERS!

CUT THE CAMPAIGN CORNPONE, REB -- THE ELECTION'S OVER!

QUITE A STROKE OF FORTUNE! CHEERS, SENATOR!

WHY, THANK YUH KINDLY, PINKY!

NOT FOR YOU, OLD BEAN -- FOR ME! NOW YOU'LL BE TOO BUSY TO VISIT MY CASINOS! I'LL FINALLY BE ABLE TO DO A RESPECTABLE PROFIT!

AND, ELSEWHERE...

YOU SAY YOU KNOW ME, MISS? I DON'T BELIEVE WE'VE MET!

I GREW UP WITH YOUR MOVIES. MY MOTHER IS ONE OF YOUR BIGGEST FANS!

2

MEANWHILE, OUTSIDE...

HERE, SIR, LET ME HELP YOU!

AT EASE, MISTER! THE DAY GENERAL SAM SAWYER NEEDS HELP IS THE DAY YOU SEE HIM PUSHING UP DAISIES!

DRIVER, KEEP THIS CAR RUNNING! AFTER I'M DONE DRESSING DOWN THESE LARD-HEADED EXCUSES FOR CIVILIANS, I GOT A SUNDAY SEWING CIRCLE TO ATTEND--AT THE WHITE HOUSE!

OUR QUARRY IS HERE! ATTACK-- NOW!

WHA--THAT MOVEMENT OUTSIDE! SOMEONE SNEAKING IN THE SHADOWS! ONLY CAUGHT A GLIMPSE OF THEM-- BUT MY INSTINCTS TELL ME--

--THEY'RE UP TO NO GOOD!

KRASH!

HURRY, FOOL! ATTACH THE LIFT BAND!

THEN SLAY CAPTAIN AMERICA-- AND THE REST OF OUR ENEMIES!

3

HANG ON, GENERAL! I CAN STILL SAVE YOU!

IT'S TOO LATE FOR ME! BUT, THERE'S STILL TIME FOR ME TO PULL ONE LAST HAT TRICK!

IT'S BRIM FULL OF SURPRISES! YOU COPY, YOU STAR-SPANGLED GLORY-HOUND?

LOUD AND CLEAR!

WHAK!

GOT TO HIT THEM HARD AND FAST! CAN'T GIVE THEM A CHANCE TO SEPARATE AND ATTACK THE UNARMED CIVILIANS INSIDE!

I DON'T KNOW WHO YOU JOKERS ARE--BUT NO ONE ENDANGERS ANY AMERICAN CITIZEN WHILE I'M AROUND!

4

AND, IN LESS THAN A MINUTE...

WOULDN'T YOU KNOW--WHILE WE'RE INSIDE PLAYIN' "HEARTS 'N' FLOWERS," CAP'S OUT HERE HAVIN' REAL FUN!

BAD SHOW, WOT? HE REALLY SHOULD HAVE LEFT SOME FOR US!

CLAM UP--THIS IS SERIOUS! THAT'S A *HYDRA* HIT SQUAD AT YER FEET! WHAT HAP-PENENED, CAP?

THEY KIDNAPPED GENERAL SAWYER! WE'VE GOT TO INTERROGATE THESE MEN--FIND OUT WHERE THE HELICOPTER TOOK HIM!

HAPPY SAM--A PRISONER OF HYDRA!

WHILE, HIGH ABOVE IN THE HELICOPTER...

WELCOME, GENERAL SAWYER. GIVE ME THE INFORMATION I NEED NOW AND I PROMISE YOU A SWIFT, PAINLESS DEATH!

YOU WANT INFO? HERE IT IS! GENERAL SAMUEL SAWYER, U.S. ARMY... SERIAL NUMBER 05-292-810!

ARROGANT FOOL! THIS IS NO LONGER WORLD WAR II! HYDRA POSSESSES PERSUASIVE TECHNIQUES THAT ARE VIRTUALLY INFALLIBLE! REST ASSURED, YOU WILL SOON TELL ME EVERYTHING I WISH TO KNOW!

AND, AFTER YOUR SPIRIT IS CRUSHED, I SHALL REMOLD IT! YOU SHALL BECOME A SERVANT OF HYDRA!

BUT, FIRST, I MUST METE OUT THE PUNISHMENT TO THOSE WHO FAILED TO FINISH THEIR MISSION! BY ORDER OF THE SUPREME HYDRA, I COMMAND YOU TO--

5

"--DIE!"

NICK! THEY'RE BOOBY-TRAPPED! LOOK OUT!

HIT THE DECK, YA MEATHEADS--

WHOOM!

K-BOOM!

GOOD LORD! THERE'S NOTHING LEFT OF THEM!

THAT'S HYDRA FOR YA. AS RUTHLESS AND INHUMAN AS EVER. AN' I THOUGHT I SAW THE LAST OF THOSE SKUNKS YEARS AGO!

WHAT ARE WE HANGING AROUND HERE FOR, NICK? WE'VE GOT TO SAVE SAWYER!

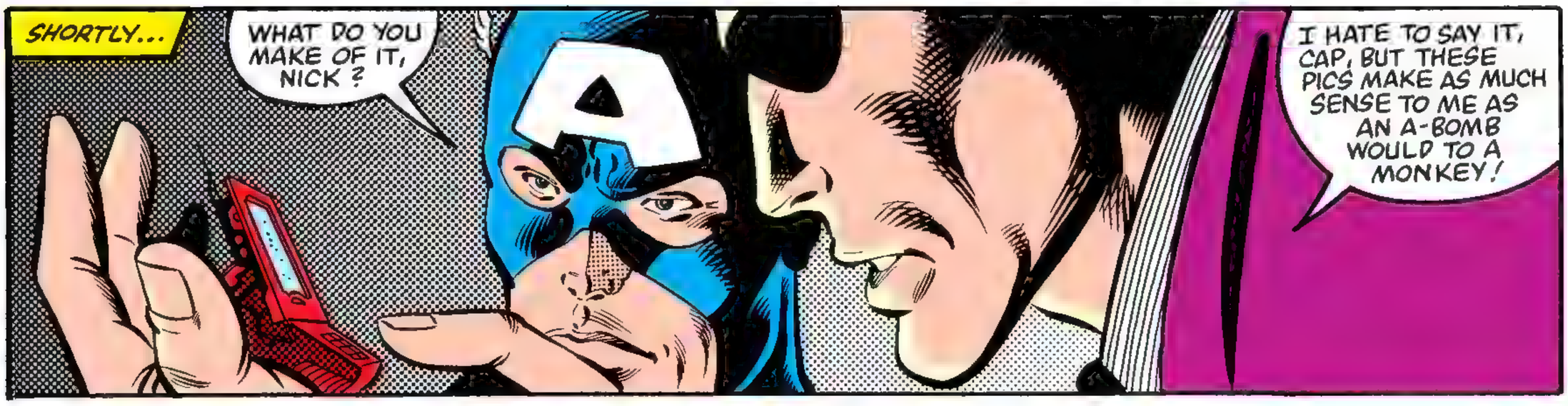
I'M JUST AS HOT TA HIGH-TAIL IT AS THE NEXT MAN, GABE, BUT UNLESS YA GOT A CRYSTAL BALL--!

WE MAY NOT HAVE THAT, NICK-- BUT WE DO HAVE GENERAL SAWYER'S HAT.

HE SIGNALLED TO ME THAT THERE WAS SOMETHING IMPORTANT ABOUT IT... AHA! MICROFILM HIDDEN IN ITS BRIM!

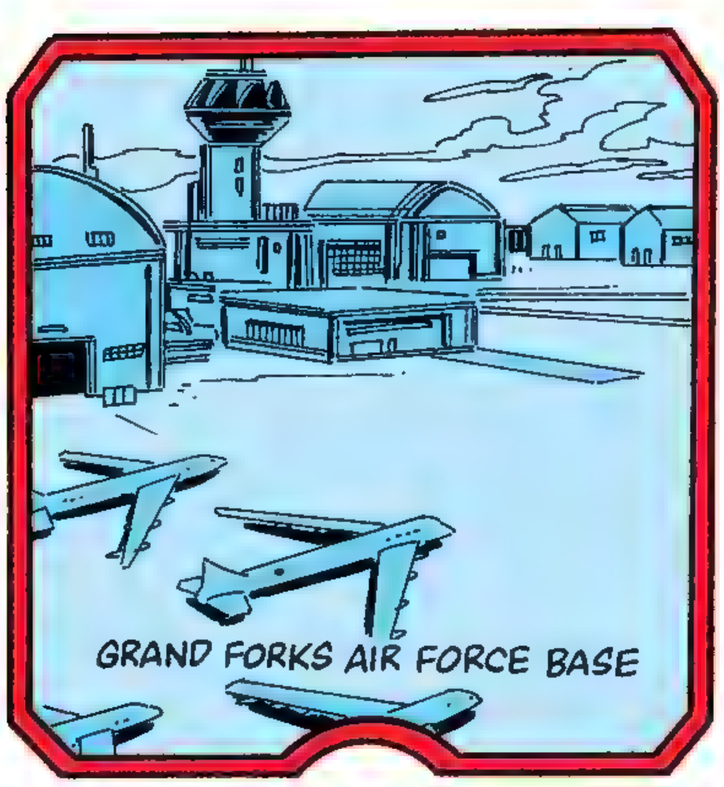
WELL, HAND IT HERE, CAP, SO MY HANDY-DANDY MICRO-FILM SCANNER CAN ENLARGE IT BIG ENOUGH FOR US TO SEE WHAT IT SAYS!

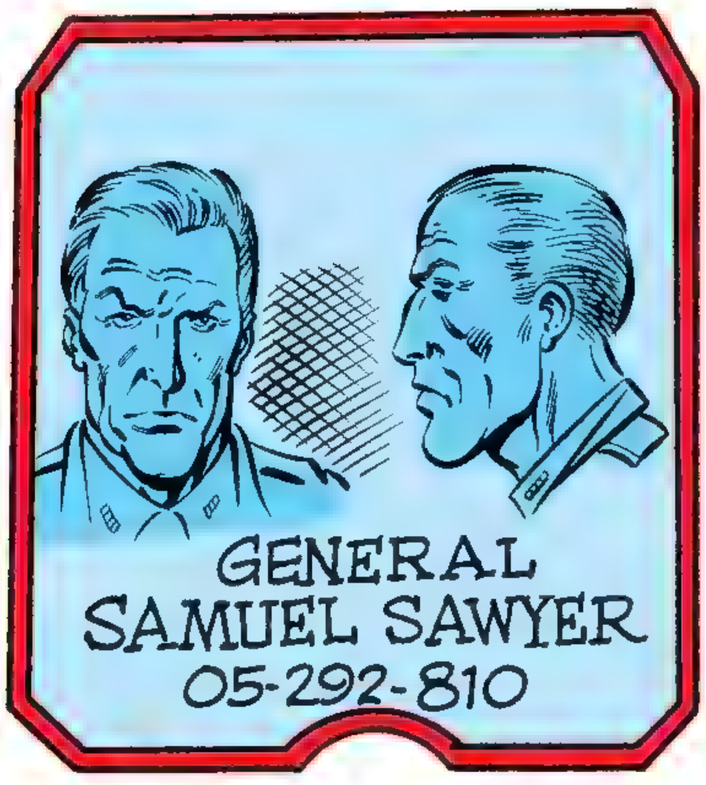
6

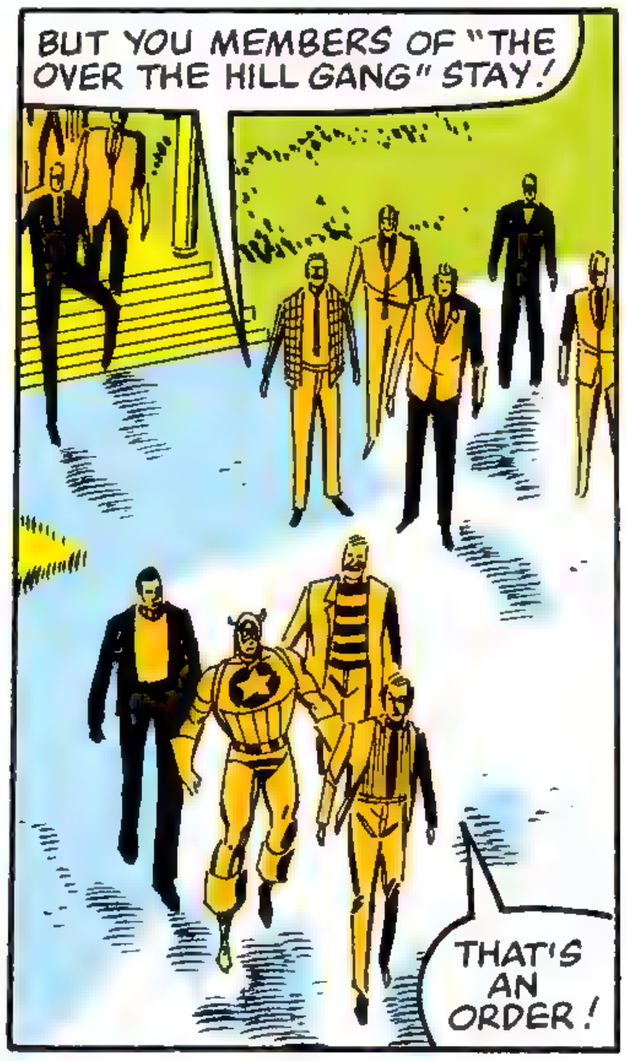


"BY THEMSELVES, THE AIR FORCE BASE, THE FAULT-LINE IN THE PACIFIC, AN' THE DOSSIER ON SAM ARE CLEAR!

"BUT HOW THEY FIT TOGETHER, WHY THEY FIT TOGETHER--AN' WHAT HYDRA'S STAKE IS--I CAN'T FIGGER!"







GRAND FORKS AIR FORCE BASE, NORTH DAKOTA, 0900 HOURS...

STRANGE, THE COMMANDER DIDN'T TELL ME A CONVOY WAS DUE THIS MORNING!

LET ME SEE YOUR ORDERS, DRIVER!

I AM THE ORDERS, SONNY! THIS IS A SPECIAL CONVOY, AUTHORIZED BY THE JOINT CHIEFS OF STAFF! IF YOU DON'T BELIEVE ME BY LOOKING AT MY FACE AND RANK--!

GENERAL SAWYER! SORRY, SIR--I DIDN'T RECOGNIZE YOU AT FIRST! I'LL OPEN THE GATE IMMEDIATELY!

MP

ONCE INSIDE, THE TRUCKS DISPERSE ABOUT THE CAMP--

BASE COMMANDER

--AND QUICKLY POSITION THEMSELVES AT STRATEGIC POINTS IN THE COMPLEX, AS GEN. SAWYER PREPARES TO DELIVER A PERSONAL MESSAGE TO THE COMMANDER!

GENERAL SAWYER! MY GUARD JUST CALLED! I REGRET WE COULDN'T GREET YOU WITH HONORS DUE A MEMBER OF THE JOINT CHIEFS OF STAFF--

--BUT YOUR VISIT IS SO SUDDEN! YOU CAUGHT US UNPREPARED!

APOLOGIES ARE UNNECESSARY, COLONEL! THE SECRECY OF MY ARRIVAL WAS DELIBERATE!

SEIZING CONTROL OF THIS BASE REQUIRES SURPRISE.

8

EVEN AS GENERAL SAWYER SPEAKS, HYDRA AGENTS LEAP OUT OF THE BOGUS SUPPLY TRUCKS--

--AND RUTHLESSLY ATTACK THEIR PREARRANGED TARGETS!

BY THE TIME THE SUPREME HYDRA'S HELICOPTER ARRIVES THIRTY MINUTES LATER, THE BASE HAS BEEN COMMANDEERED.

EXCELLENT, GENERAL. YOU PERFORMED YOUR ROLE TO PERFECTION.

SOON, EVERYTHING WILL BE READY FOR THE SPECIAL ***STRATEGIC AIR COMMAND*** AIRCRAFT SCHEDULED TO LAND HERE WITHIN THE HOUR!

ONCE WE ARE ABOARD THAT MODIFIED B-52, AND YOU HAVE EXECUTED MY EXPLICIT INSTRUCTIONS, THE THIRD--AND FINAL--STAGE OF MY PLOT WILL BE COMPLETE...

...AND HYDRA WILL THEN TRULY RULE THE WORLD!

9

BUT, EVEN AS THE SUPREME HYDRA SPEAKS...

HOW'S IT GOIN', YA OLD WALRUS?

ALMOST THROUGH, COLONEL!

'COURSE, IF MY MOTHER-IN-LAW WAS HERE-- SHE WOULDA JUST BITTEN HER WAY THROUGH IN HALF THE TIME!

NICK, HEAR THAT JET-ENGINE NOISE? ONE OF OUR BOMBERS IS ABOUT TO LAND!

THAT'S NOT JUST ANY BOMBER-- THAT'S A SAC AERIAL COMMAND CENTER--ONE'A THREE SPECIAL PLANES LOADED WITH GEAR DESIGNED TO DIRECT AND LAUNCH OUR NUCLEAR MISSILES IN CASE OF NUCLEAR WAR!

AT LEAST ONE'A THOSE PLANES IS ALWAYS IN THE AIR! THEY ONLY COME DOWN FOR MAINTENANCE AND CREW CHANGES!

"IF HYDRA GETS ITS MITTS ON THAT, THEY COULD SHOOT OUR MISSILES AT ANY SPOT IN THE WORLD!

"THERE'S NOTHIN' WE COULD DO TA STOP 'EM, 'CAUSE THAT PLANE'S LOADED WITH SO MANY ANTI-DETECTION DEVICES THAT ONCE IN THE AIR, IT'S VIRTUALLY INVISIBLE!"

GOOD THING WE SNUCK IN, INSTEADA' GOIN' THROUGH THE FRONT GATE, BECAUSE IT LOOKS LIKE HYDRA BEAT US HERE! I AIN'T SEEN A SOUL--

COLONEL--LOOK! IT'S HAPPY SAM!

BUT, BEFORE THE GROUP CAN ACT...

ALL RIGHT, YOU FOUR--FREEZE! ATTEMPT TO ESCAPE, OR ATTACK--AND YOU'LL DIE!

AN' WE TOLD THE HOWLERS THEY COULDN'T COME BECAUSE WE WERE AFRAID HYDRA WOULD GET THE DROP ON THEM!

PHOOEY!

10

WITHIN A FEW SHORT MINUTES...

SO! THE INEPT COLONEL FURY HAS BUNGLED WHAT WILL PROVE TO BE HIS LAST MISSION!

HEY--THAT DOESN'T SOUND LIKE SAM!

U.S. AIR FOR

SILENCE, DOLT! I SERVE THE SUPREME HYDRA NOW! BUT BEFORE I ORDER YOUR DEATH, I SHALL ALLOW YOU TO WITNESS THE DEPTH OF YOUR DEFEAT, BY BEING PART OF THE HONOR GUARD THAT GREETS THE CREW!

SHORTLY...

CAPTAIN AMERICA! EXCUSE MY OUTBURST, GENERAL, BUT I THOUGHT THIS WAS A ROUTINE STOP!

OBVIOUSLY, IT IS NOT!

YOU ARE HEREBY RELIEVED OF YOUR COMMAND, MAJOR! EFFECTIVE IMMEDIATELY!

WHA-- WHAT'S GOING ON, HERE?

YOU KNOW ALL THAT IS NECES-SARY! OPEN YOUR MOUTH AGAIN, AND YOU AND YOUR CREW WILL BE SHOT!

TAKE THEM AWAY!

HYDRA'S AFTER YOUR B-52, MAJOR--AND THEY BRAINWASHED GENERAL SAWYER TO RUN INTERFERENCE FOR THEM!

BUT, CAP, IF THAT BAND OF SABOTEURS GETS THE PLANE--!

--I KNOW.

JUST THEN...

THIS IS REB-1 REQUESTING PERMISSION TO LAND!

THAT'S ERIC'S VOICE! WHAT'S THAT BLASTED FLY-BOY TRYIN' TA DO?

ATTENTION REB-1! THIS IS A MILITARY BASE! YOU ARE OFF-LIMITS-- NO CIVILIAN AIRCRAFT ALLOWED! PERMISSION DENIED!

DEPART--OR BE BLOWN OUT OF THE SKY!

THIS HEAH'S *SENATOR REB RALSTON* OF THE SENATE ARMS COMMITTEE! AHM ON OFFICIAL BUSINESS! NAOW YA'LL LET MAH PILOT LAND!

CAP, THAT REBEL'S UP TA SOMETHIN'! GET READY!

NEGATIVE, MISTER! REQUEST REFUSED! IF YOU'RE NOT GONE IN TWO MINUTES--

SUH, NOT MEANIN' NO DISRESPECT, BUT AHM LANDIN'

LIKE IT OR NOT! WAH-HOO!

SUDDENLY, AS IF ON CUE, THE ENTIRE WEST FENCE OF THE AIR BASE IS ANNIHILATED BY A SERIES OF EAR-SPLITTING DEMOLITION CHARGES!

TOO LATE, THE HYDRA FORCES REALIZE THAT THE DEFIANT SHOUTING OF THE HOWLERS' FAMOUS BATTLE CRY WAS MORE THAN SHEER BRAVADO--

--IT WAS A SIGNAL FOR AN ALL-OUT *HOWLING COMMANDO ATTACK!*

I SAY, IZZY, IT WAS RIGHT SPORTING OF THAT LORRY DEALERSHIP TO LOAN US THESE LAND ROVERS!

I'LL TELL MY SON YA LIKED THEM AT THE NEXT BOARD MEETING! AND, PERCY, ON THIS SIDE OF THE ATLANTIC, THEY'RE CALLED JEEPS!

ALL THE STRINGS REB PULLED TO GET US OUR HARDWARE WON'T MEAN A THING IF WE BLOW IT! NAIL 'EM TO THE WALL, HOWLERS --SAVE HAPPY SAM!

12

I OUGHTTA SLAP YOU CHOWDERHEADS INTO THE GUARDHOUSE FOR DISOBEYIN' A DIRECT ORDER!

YOU FORGET, COLONEL, WE'RE CIVILIANS! BESIDES--WE FIGURED THAT SINCE REB'S A SENATOR NOW, HE OUTRANKS YOU!

AH, YA HOLLYWOOD HAMBONE --YA COULDN'T RESIST MAKIN' ONE LAST CAVALRY CHARGE!

WELL... THAT, TOO!

MOVE OVER, IZZY! YA GOT COMPANY!

I JUST KNEW YOU'D BE OVERJOYED TO SEE ME!

HEY, WHERE'S DINO LAMMIN' OFF TO?

WHERE ELSE? HE'S GONNA PICK UP REB?

WOO-EEE! AH BELIEVE MAH LAPSE OF DIPLOMACY STIRRED UP A HORNET'S NEST?

WELL, YOU CAN'T WIN 'EM ALL!

BUT, SINCE THE FAT'S ALREADY IN-- WHAT SAY WE HEAT UP THE FIRE A BIT MORE, MR. RALSTON?

AN EXCELLENT IDEA, MR. MANELLI!

13

AND, AS REB AND DINO ROAR INTO THE THICK OF THE FRAY, ERIC LEAPS OUT OF THE NOW-PARKED LEARJET...

WHILE HYDRA'S ATTENTION IS FOCUSED ON THE OTHERS--

--I MUST FIND AND FREE THE BASE PER-SONNEL!

BUT, EVEN AS ERIC DISAPPEARS INTO THE BARRACKS...

CAP! WE'VE GOTTA DUMP THESE CREEPS FAST! IF HYDRA RECOVERS--

--THEY'LL RIP THOSE CRAZY EX-HOWLERS APART!

THAT THEY SHALL, COLONEL FURY--

--AFTER I HAVE FINISHED WITH YOU!

WHA--? NO! SAM--YA CAN'T MEAN IT!

YOUR PLEAS FALL ON DEAF EARS, FURY! YOU HOLD BACK BECAUSE OF OUR SHARED PAST, BUT I HAVE NO SUCH QUALMS!

THE HOWLERS WERE MY CREATION! IT WAS I WHO FATHERED THEM THROUGH THE WAR! I CONTROLLED THEIR FATE THEN-- AND I CONTROL IT NOW!

THERE IS NO ROOM IN THIS MODERN WORLD FOR YOU AND YOUR PATRIOTIC PATSIES!

YOU ALL MUST DIE-- IN THE NAME OF *HYDRA!*

14

JUST THEN, AT A NEARBY HANGAR...

BE CAREFUL WITH THAT BUNDLE! IF YOU DAMAGE IT BEFORE WE REACH THE PLANE-- YOU DIE!

GUARDS-- CLEAR A PATH THROUGH THIS CHAOS!

IF THOSE CRETINOUS COMMANDOS BELIEVE THEIR PETTY EFFORTS SHALL PREVENT HYDRA'S ULTIMATE WORLD RULE, THEY ARE SADLY MISTAKEN!

I'VE GOT NEWS FOR YOU, FIEND! YOUR PLANS ARE GOING TO BE MORE THAN JUST DELAYED--

--THEY'RE GOING TO BE STOPPED COLD!

15

THE ODDS ARE STILL WITH THEM. GOT TO DIVERT THE SUPREME HYDRA'S ATTENTION -- BUY SOME TIME.

LOOK, HYDRA-MAN -- YOUR INSANE DREAM OF WORLD DOMINATION IS CRUMBLING TO DUST!

BAH! IT IS YOUR CAUSE THAT IS HOPELESS!

YOU THINK YOURSELF A LEADER, A NOBLE INSPIRATION FOR THE INSIPID DEMOCRACY WHOSE CAUSE YOU SO CONSISTENTLY ESPOUSE! YOU ARE WRONG!

I SAY, GABE, IT SEEMS AWFULLY ILL-MANNERED OF THEM TO HAVE FORGOTTEN US, WOT?

I GUESS IT'S UP TO US TO REMIND THEM --HOWLER STYLE!

TWO MEN ATTEMPTING A SNEAK ATTACK WHILE OUR ATTENTION IS FOCUSED ON CAPTAIN AMERICA! BUT, WITH ONE WELL-PLACED ROCKET-SHELL, THEY SHALL FAIL!

BWOOM!

HEADS UP, OLD SHOE! I'M AFRAID THE WICKET HAS JUST BECOME STICKY!

YEAH, BUT THINK OF THE TROUBLE WE'LL BE IN WHEN WE TELL IZZY'S SON WHAT HAPPENED TO HIS JEEP!

16

YOU ARE A PAWN, CAPTAIN AMERICA, OF IDEALS THAT NOT EVEN YOUR FELLOW COUNTRYMEN FOLLOW!

AFTER YOUR COUNTLESS VICTORIES, WHAT WAS YOUR REWARD? HOLLOW PRAISE AND EPHEMERAL GLORY--

-- BOTH OF WHICH ARE FREELY GIVEN AND PROMPTLY FORGOTTEN BY A FICKLE POPULACE!

END THIS ALTRUISTIC DEFENSE OF AMERICA! IT WILL ONLY DESTROY YOU! SEIZE REAL WEALTH AND POWER--JOIN HYDRA!

YOU'RE GLIB--BUT SO WAS HITLER.

LIKE EVERY OTHER TYRANT, YOUR LUST FOR POWER MASKS YOUR TRUE MOTIVE--FEAR OF A FREE SOCIETY!

FOR, WITH FREEDOM, MAN HAS PRIDE, DIGNITY AND A SENSE OF DESTINY!

YOUR FEAR CAUSES YOU TO ARROGANTLY MOCK THOSE CONCEPTS!

YOU SEEK TO REDUCE MANKIND TO YOUR OWN LEVEL!

BUT AGAINST EVERY DESPOT THERE HAS ALWAYS ARISEN A CHAMPION OF LIBERTY!

THAT IS WHY I EXIST--AND WHY MEN LIKE ME SHALL ALWAYS WIN!

17

MEANWHILE, NEARBY...

HYDRA SHOWED ME THE TRUTH--THAT YOU ARE MY FOE! YOU MUST DIE, FURY!

HYDRA HAS ME IN A BIND THIS TIME! EVEN THOUGH HAPPY SAM'S BRAINWASHED TO DO HIS BEST TA KILL ME--

--THEY KNOW I'LL HOLD BACK IN FIGHTIN' HIM, 'CAUSE I DON'T WANT TO HURT MY FORMER COMMANDING OFFICER!

AN' WITH THAT GRIP-- SQUEEZIN' AT MY THROAT LIKE A STEEL VISE-- IT WON'T BE LONG--

WAITAMINIT! THAT'S IT!

FOOL! KICKING ME AWAY WILL NOT SAVE YOU!

MAYBE NOT, BUT IT FREED MY HANDS SO I COULD PULL OUT MY BLASTER!

YOU'RE BLUFFING! YOU'D NEVER USE THAT WEAPON AGAINST ME!

OH, YEAH?

SPREE!

WATCH!

JUST AS I THOUGHT--A HYDRA VERSION OF S.H.I.E.L.D.'S LIFE MODEL DECOYS!

I HAD ENOUGH EXPERIENCE WITH ROBOT-TYPES TO RECOGNIZE 'EM NO MATTER WHAT THE DISGUISE. THAT THING'S GRIP WAS TOO STRONG TA BELONG TA AN OLD MAN--EVEN AN OLD WARHORSE LIKE SAM!

NOW TA FRY ME A SUPREME HYDRA!

18

AND, AS COLONEL FURY BATTLES HIS WAY THROUGH THE HYDRA SQUADS THAT SEPARATE HIM FROM HIS QUARRY...

YOU'RE NOT ONLY A MADMAN BUT A FOOL TO TRY TO BRIBE ME, MISTER!

UNLIKE YOUR KIND, WHO SELL THEIR SOULS TO THE HIGHEST BIDDER, THEN BETRAY THAT ALLEGIENCE WHEN A BETTER OFFER COMES ALONG--

--MY KIND CAN'T BE BOUGHT!

THEN DIE, CAPTAIN AMERICA!

MY ELITE GUARD IS COMPOSED OF HYDRA'S DEADLIEST ASSASSINS!

THEY HAVE NEVER FAILED ME!

I'VE GOT SOME BAD NEWS FOR YOU, BUTCHER-- THEY JUST DID!

AND NOW, SUPREME HYDRA...

...IT'S *YOUR* TURN!

NO! IT CAN'T END LIKE THIS-- IT CAN'T!

19

BUT, AS THE STAR-SPANGLED AVENGER GRABS THE SUPREME HYDRA'S MASK...

EEAARRGH!

SKZZZZK!

UNH! LIMBS PARALYZED! I MUST STALL HIM--UNTIL I CAN RECOVER!

RIGGING YOUR MASK WITH AN ELECTRICAL CHARGE DIDN'T WORK, TYRANT! I'M STILL-- WHAT--? *YOU!* BUT--YOU'RE *DEAD!*

NO, YOU LIBERTY-LOVING SWINE!

BARON STRUCKER LIVES!

THOUGH YOU'VE WITHSTOOD A SHOCK THAT WOULD HAVE KILLED A NORMAL MAN, YOU ARE STILL TOO STUNNED-- TO PREVENT ME FROM REACHING MY GOAL--

--SAC'S AERIAL COMMAND CENTER! I WISH I HAD TIME TO FINISH YOU OFF, CAPTAIN, BUT SECURING THE PLANE IS OF PRIME CONCERN!

OH, YES, THE BUNDLE MY GUARDS CARRY IS THE REAL GENERAL SAWYER! IF YOU COME ANY-WHERE NEAR THE BOMBER-- HE WILL BE PUT TO *DEATH!*

20

AS THE AIRPLANE'S HATCHES CLOSE AND THE B-52 BEGINS TO TAXI DOWN THE RUNWAY...

NICK--THE SUPREME HYDRA HAD STRUCKER'S FACE! HE'S GOT THE REAL GENERAL SAWYER HOSTAGE INSIDE THE BOMBER!

STRUCKER? IT CAN'T BE!

COLONEL, I MAY BE ABLE TO STOP HIM!

I COULD PILOT REB'S PRIVATE JET TO, AS YOU AMERICANS SAY-- HEAD STRUCKER OFF AT THE PASS!

NOW WAIT A MINUTE, KOENIG!

MOMENTS AFTER CLIMBING INTO THE COCK-PIT, ERIC GUNS THE JET ENGINES TO FULL POWER AND STARTS ROARING ACROSS THE TARMAC!

I HAD TO HURRY, BEFORE MY FRIENDS COULD STOP ME!

U.S. AIR FO

THEY KNOW AS WELL AS I THAT THE ONLY WAY TO BRING THAT BOMBER DOWN IS TO RAM ITS ENGINE.

MY CRAFT WILL PROBABLY BE CRUSHED BY THE IMPACT...

... BUT IT IS A DEATH I FACE WILLINGLY, SINCE IT WILL ENABLE MY FRIENDS TO FREE HAPPY SAM!

21

BUT, JUST AS ERIC IS ABOUT TO SWERVE INTO THE BOMBER'S PATH...

FREEDOM-LOVING FOOL! YOU THINK TO CATCH US UNPREPARED?

AS SOON AS WE SECURED OUR PRISONER, WE ALL DISPERSED TO PREASSIGNED POSTS IN THE BOMBER'S GUN BLISTERS!

THAKATHAKATHAK

THUS ENDS YOUR FUTILE ATTEMPT TO PREVENT HYDRA FROM ACHIEVING ITS DESTINY!

BARROOM!

OUR VICTORY IS COMPLETE! SOON THE NATIONS OF THE WORLD WILL GROVEL AT OUR FEET!

NOW NOTHING CAN STOP HYDRA FROM REIGNING SUPREME --FOREVER!

I SAY, COLONEL, IS ERIC--?

HE GOT OUT OF THE LEARJET JUST BEFORE SHE BLEW, PINKY!

BUT WHAT ABOUT STRUCKER?

WITH HUNDREDS OF NUCLEAR MISSILES AT HIS COMMAND, HE'S PRACTICALLY INVINCIBLE!

NO! THOUGH WE MAY HAVE SUFFERED A TEMPORARY DEFEAT-- NO EVIL IS EVER INVINCIBLE!

OUR CAUSE SEEMS HOPELESS, BUT IT IS NOT LOST!

SOMEHOW WE MUST-- WE SHALL-- FIND A WAY TO WIN!

TO BE CONTINUED!

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CAPTAIN AMERICA®

TM

BARON STRUCKER IS BACK -- WITH A VENGEANCE!

AND HE WANTS -- TO KILL A COMMANDO!

Stan Lee PRESENTS: # CAPTAIN AMERICA!®

DAVID ANTHONY KRAFT
Guest Scripter

MIKE ZECK
Penciler

JOHN BEATTY
Inker

BOB SHAREN
Colorist

JANICE CHIANG
Letterer

MARK GRUENWALD
Editor

JIM SHOOTER
Editor-in-Chief

DEATH of a HERO!

GRAND FORKS AIR FORCE BASE, NORTH DAKOTA, MINUTES AFTER A COSTLY DEBACLE... *

WHAT DO YA MEAN YA CAN'T FIND IT? THAT HIJACKED B-52 IS TOO BLAMED BIG TA JUST DISAPPEAR INTA THIN AIR!

BUT IT'S NOT A NORMAL BOMBER, COLONEL FURY, IT'S A SAC AERIAL COMMAND CENTER! IT'S LOADED WITH MORE ANTI-DETECTION DEVICES THAN A STEALTH BOMBER!

THE DEFENSE DEPARTMENT DESIGNED IT THAT WAY TO LAUNCH ALL OUR LAND-BASED NUCLEAR MISSILES--IN CASE THE STATIONARY COMMAND POSTS GET NUKED IN A WAR!

THEN, IF BARON STRUCKER AND HIS HYDRA AGENTS CAN FIGURE OUT THE LAUNCHING CODE, THEY COULD FIRE THOSE MISSILES ANYWHERE, ANYTIME!

YOU GOT IT, CAPTAIN AMERICA! STRUCKER'S SITTING IN A PERFECTLY PROTECTED RINGSIDE SEAT FOR THE NEXT NUCLEAR HOLOCAUST!

*IT HAPPENED LAST ISSUE, BUT A RECAP APPEARS ON THE NEXT PAGE!

"IF ONLY WE KNEW HOW NICK'S OLD COMMANDER, *GENERAL SAM SAWYER*, IS IMPORTANT TO STRUCKER'S PLANS!

"BUT HE WAS KIDNAPPED FROM THE HOWLING COMMANDOS REUNION BEFORE HE COULD TELL US ANYTHING!

"THE WORLD WAR TWO VETERANS TOOK HIS ABDUCTION HARD! GENERAL SAWYER WAS *MORE* THAN THEIR COMMANDER -- HE WAS THEIR *FRIEND*.

ALL THE HOWLERS DEMANDED TO ASSIST IN HIS RESCUE, BUT NICK TOOK ONLY THE TWO WHO WERE STILL ACTIVE IN THE FIGHT FOR FREEDOM...

... FELLOW *S.H.I.E.L.D.* AGENTS *GABE JONES* AND *DUM DUM DUGAN*.

"WE FOLLOWED A TENUOUS LEAD TO THIS AIR FORCE BASE IN NORTH DAKOTA, BUT INSTEAD OF INITIATING A RESCUE, WE WERE ABRUPTLY CAPTURED BY GENERAL SAWYER, HIMSELF!

"HE HAD SEEMINGLY BEEN BRAINWASHED BY STRUCKER TO LEAD IN THE TAKEOVER OF THE BASE, AND CAPTURE OF THE SAC AERIAL COMMAND CENTER SCHEDULED TO LAND HERE!

"BUT JUST AS HE AND THE HYDRA AGENTS WERE ABOUT TO SEIZE THE BOMBER, THE BASE WAS ATTACKED BY THE OTHER HOWLERS!

"IN THE MELEE, NICK WAS ATTACKED BY GENERAL SAWYER -- WHO DEMANDED HIS DEATH!

"AFRAID TO FIGHT HIS OLD FRIEND, NICK ALMOST DIED BEFORE HE DISCOVERED THAT HIS FOE WAS NOT SAWYER -- BUT A *ROBOT*!

"THOUGH THE HOWLERS STILL POSSESSED BATTLE-SKILLS HONED THROUGH COUNTLESS MISSIONS INTO ENEMY TERRITORY --

"-- THEY WERE ALL OLD MEN, LONG SINCE RETIRED FROM THE FIELD! HYDRA WOULD KILL THEM THE MINUTE ITS FORCES REGROUPED! IT WAS A BREATHER I MADE SURE THEY NEVER GOT!

2

"IN MINUTES, I HAD DEFEATED STRUCKER'S PERSONAL GUARD, BUT--THE SECOND THAT I GRABBED HIM, I WAS STUNNED BY AN ELECTRIC SHOCK RIGGED INTO HIS UNIFORM!

"BEFORE HE FLEW AWAY, HE GLORIED IN HIS VICTORY--REVEALING THAT THE BUNDLE HIS MEN CARRIED IN THE BOMBER WAS THE *REAL* SAWYER! IF WE TRIED TO SHOOT HIM DOWN, WE'D KILL SAWYER, TOO!*

*SEE CAP #273 FOR THE FULL STORY.

FUNNY... I THOUGHT STRUCKER WAS DEAD, KILLED IN AN ALPHA-PARTICLE REACTOR CUBE WHEN HE TRIED TO ESCAPE FROM HIS TRIGGER-HAPPY GUARDS.*

MAYBE THIS STRUCKER IS A ROBOT LIKE THE ONE THAT TURNED UP A WHILE AGO.*

*SEE STRANGE TALES #158.

COULD BE. BUT I CAN'T BELIEVE THIS PLOT WAS DREAMED UP BY JUST A CRUMMY ROBOT.

*SEE CAP #237.

I DUNNO, NICK--STRUCKER WAS ACTIN' LIKE THIS WAS A GRUDGE-FIGHT AS MUCH AS A PLAN TO TAKE OVER THE WORLD!

WELL, WHOEVER HE IS--HE PLANNED THIS ONE BUT GOOD! HE HOLDS ALL THE CARDS--THERE'S NOTHIN' WE CAN DO TA STOP HIM!

3

EVEN AS THEY SPEAK, STRUCKER'S AIDES ARE PROGRAMMING THE B-52'S MISSILE-COMMUNICATION COMPUTERS WITH A SET OF NEW CO-ORDINATES FOR AMERICA'S GROUND-BASED NUCLEAR ROCKETS!

SOON, NOT ONLY WILL THE MINUTEMAN MISSILES DESTROY EVERY MAJOR RESOURCE SITE...

...BUT THEY SHALL ALSO STRIKE TWO SPECIAL FAULT-LINES IN THE PACIFIC OCEAN! AS ALL THE USABLE MINES AND OIL-FIELDS DISAPPEAR IN A RADIOACTIVE MAELSTROM...

...A MINERAL-RICH LAND MASS CONTROLLED BY HYDRA SHALL RISE FROM THE BOTTOM OF THE PACIFIC!

WITH ALL OTHER RESOURCE LOCATIONS RUINED, EVERY NATION WILL COME CRAWLING TO ME!

I SHALL HAVE TOTAL ECONOMIC RULE OF THE WORLD!

ALL I NEED TO COMPLETE MY PLAN IS INFORMATION YOU POSSESS--THE MISSILE NAVIGATION OVERRIDE CODE! SURRENDER IT FREELY--AND LIVE!

I'LL DIE BEFORE I'LL BETRAY ANYTHING!

MELODRAMATIC SWINE! TRUE, YOU WILL DIE, BUT ONLY *AFTER* YOU HAVE TOLD ME EVERYTHING! GET THE MIND-SERUM!

MY BODY'S TOO OLD--TOO WEAK TO RESIST BRAINWASHING FOR LONG! STRUCKER WILL WIN--

--UNLESS I BLOW US UP--BY HITTING THE PLANE'S DESTRUCT LEVER!

DOLT! YOU THINK ME UNPREPARED FOR SUCH A FUTILE ATTEMPT?

A MILD SHOCK FROM MY SUIT SHALL STOP YOU!

DZZAT

ARRRGH! MY... HEART...!

YOU CANNOT SAVE YOURSELF BY FAKING A--

--NO! HE HAS SUFFERED A HEART ATTACK! HURRY, FOOLS, REVIVE HIM--!

IF YOU FAIL--YOU, TOO, SHALL DIE!

4

DESPERATELY, THE HYDRA AGENTS APPLY A VIGOROUS HEART MASSAGE!

THEY HAVE BUT TWO MINUTES--BEFORE OXYGEN DEPRIVATION CAUSES IRREPARABLE BRAIN DAMAGE.

A MINUTE PASSES WITH NO RESPONSE! THEN...

HIS PULSE IS SO WEAK IT IS ALMOST IMPERCEPTIBLE--BUT HIS HEART BEATS!

THE SWINE LIVES!

LEAVE HIM! IN HIS CONDITION HE IS TOO WEAK--TOO HELPLESS--TO THWART US!

RETURN TO OUR SECRET BASE! THERE, OUR LIFE-SUPPORT SYSTEMS SHALL SUSTAIN HIM--UNTIL I CAN EXTRACT THE CODE!

CHEST FEELS LIKE IT'S BEEN HIT BY A SLEDGE-HAMMER! SO WEAK...

...CAN'T REACH THE DESTRUCT LEVER... BUT MAYBE... I CAN... REACH...

...THE ANTI-DETECTION SHUT-OFF!

UHHH...PUSHED MYSELF TOO HARD... BLACKING... OUT...

AS GENERAL SAWYER VALIANTLY STRUGGLES TO REMAIN CONSCIOUS--

-- THE STOLEN B-52 LOCKS INTO A LANDING PATTERN AROUND AN IMMENSE OCEAN FORTRESS HALF-SUBMERGED IN THE ATLANTIC... A SINISTER CITADEL KNOWN ONLY AS... **HYDRA ISLAND!**

JUST AS THE BOMBER TOUCHES THE LANDING STRIP...

COLONEL! I FOUND IT!

SPIT IT OUT, MISTER! WHAT'RE THE CO-ORDINATES?

THE COMPUTER'S CHARTING THE LOCATION!

SECONDS LATER, FURY STARES AT THE INFORMATION IN SHOCKED DISBELIEF!

HYDRA ISLAND! BUT HOW? I SAW IT BLOW UP WHEN THE DEATH SPORE WAS RELEASED! *

*SEE STRANGE TALES #158 AGAIN.

PERHAPS WE'LL LEARN THE ANSWER TO THAT WHEN WE ALL ATTACK THE ISLAND AND RESCUE GENERAL SAWYER!

NO! I GOT ME ENOUGH TROUBLES WITHOUT HAVIN' TA NURSEMAID YOU HOWLERS, ERIC! SURPRISE SAVED YA THE FIRST TIME, BUT--

LOOKY HEAH, COLONEL, AH DON'T MEAN TUH PULL RANK BUT--

--AH'M A U.S. SENATOR NAOW! YOU FORGET, GENERAL SAWYER WAS OUR COMMANDER, TOO!

EITHER WITH YOU AND CAPTAIN AMERICA- OR ON OUR OWN-- WE'RE GOING TUH RESCUE HAPPY SAM!

SENATOR RALSTON'S GOT YOU OVER A BARREL, NICK! THOUGH OLD, THEY PROVED THEIR BATTLE-WORTHINESS TODAY! THEY EARNED THE RIGHT, NICK-- LET THEM COME... BUT ON OUR TERMS!

HERE'S MY PLAN...

SHORTLY...

I AIN'T SURE I LIKE THE IDEA OF YOU RUNNIN 'SOLO INTERFERENCE AN 'ATTRACTIN' MOST OF THOSE HYDRA GOONS TA YOURSELF! YA MIGHT--

COME ON, NICK! THIS JET-PACK WILL LET ME GET IN LOW AND FAST, BELOW THEIR RADAR! IF THINGS GO RIGHT, THEY'LL BE TOO BUSY WITH ME TO SEE YOU AND THE HOWLERS!

JUST BE SURE TA CHECK THAT VIRUS GAUGE--STRUCKER'S AS SNEAKY AS A SNAKE! THAT BLAMED ISLAND COULD BE A TRAP--JUST LOADED WITH LIVE DEATH SPORES!

6

A FEW HOURS LATER...

THERE IT IS-- THE INFAMOUS *HYDRA* ISLAND!

NICK THOUGHT IT HAD SUNK COMPLETELY. WONDER IF STRUCKER IS IN THE PROCESS OF SALVAGING IT...

HMM... THE VIRUS GAUGE ON THE JET PACK SAYS THE ISLAND'S ATMOSPHERE IS COMPLETELY SAFE! PERHAPS THE DEATH SPORE HAD A VERY SHORT LIFE-SPAN.

EVEN SO, MY INSTINCTS TELL ME THAT DANGER LURKS EVERYWHERE.

BUT I WON'T FIND GENERAL SAWYER HERE NEAR THE ENTRANCE!

AND IT'S AN EQUALLY SURE BET THAT THIS GUARD WOULDN'T TELL ME EVEN IF HE KNEW!

SO THAT MEANS THE GUARD MUST GO!

KRAK!

A ROBOT L.M.D.!*

HMM... CURIOUSER AND CURIOUSER. I'D BETTER PRESS ON!

*LIFE MODEL DECOY.

"I PRAY I ONLY FIND GENERAL SAWYER ALIVE!"

I'VE GOTTEN HIM HERE JUST IN TIME. THE LIFE-SUPPORT SYSTEMS HAVE STABILIZED HIS VITAL SIGNS.

THEY SHALL ENSURE THAT HE IS STRONG ENOUGH TO ENDURE THE MIND-SAP SERUM!

AN AMUSING SIDE-EFFECT OF THE DRUG IS A SLOW HEMORRHAGING OF THE BRAIN...BUT I SHALL HAVE THE INFORMATION I NEED BY THEN!

YOU'RE NOT INJECTING ANYONE, MURDERER!

WHO DARES--?

SMASH

I ASSUME THAT'S A RHETORICAL QUESTION!

CAPTAIN AMERICA! I DO NOT KNOW HOW YOU DISCOVERED THIS WAS MY BASE--

-- BUT YOU SHALL DELAY MY CONQUEST ONLY LONG ENOUGH FOR ME TO MAKE THIS YOUR GRAVE!

I'VE HEARD THAT LINE A THOUSAND TIMES BEFORE, STRUCKER--AND I'VE DEFEATED EVERY FIEND WHO VOICED IT!

SKSSSSS

VAS--? YOU GRAB MY COLLAR, BUT ARE NOT STUNNED BY THE ELECTRIC NETTING IN MY SUIT!

I'M NOT ABOUT TO FALL FOR THE SAME TRICK TWICE!

ALL IT TAKES ARE SOME INSULATED GLOVES!

STRUCKER'S OUT COLD! THANK GOODNESS SAWYER'S STILL ALIVE!

HIS PULSE IS WEAK, BUT STEADY! HE'LL SURVIVE LONG ENOUGH FOR ME TO GET HIM TO SAFETY!

FOOL! I ROLLED WITH YOUR PUNCH! YOU MAY LEAVE THIS ROOM, BUT YOU SHALL NOT ESCAPE THE ISLAND!

RED ALERT, LEVEL THREE! RECAPTURE SAWYER! KILL CAPTAIN AMERICA!

CAN'T BE CAUGHT-- NOT NOW! BUT HOW DO I HIDE? THERE ARE NO EXITS!

AN INSTANT LATER, A MURDEROUS SQUAD OF HYDRA ASSASSINS BURSTS ONTO LEVEL THREE.

FAN OUT IN GROUPS OF TWO! BY ORDER OF THE SUPREME ONE-- CAPTAIN AMERICA MUST *DIE!*

AS THE KILLERS SCOUR THE PASSAGEWAY... AN UNMARKED SUBMARINE SILENTLY DOCKS IN THE ISLAND'S UNGUARDED SUBSURFACE HARBOR!

AND, OUT OF THE CRAFT EMERGES NICK FURY AND THE HOWLING COMMANDOS!

AWRIGHT-- DECISIONS BY COMMITTEE ARE OVER!

FROM HERE ON OUT, I CALL THE SHOTS! AN' IF ANY OF YOU LARDHEADS OBJECT--!

NO OBJECTIONS, COLONEL, SUH! WE JUST RAILROADED YUH BECAUSE WE WANT A CHANCE TO SAVE HAPPY SAM!

DUM DUM, CALL ME A WORRYWORT, BUT...

I FEEL IT TOO, GABE-- WE'RE BEIN' WATCHED!

9

MORE THAN WATCHED, AGENT OF S.H.I.E.L.D.! ATTACK!

CRIPES! AN AMBUSH!

HOOOEEEE! BEGGIN' THE COLONEL'S PERMISSION, BUT WE'UNS ARE SITTIN' DUCKS OUT HEAH!

QUIT YAKKIN' AN' START HIDIN'! DINO -- DUM DUM! SET UP COVER FIRE! HIT 'EM WITH ALL YA GOT!

WILL DO, COLONEL -- BUT OUR ALL AIN'T MUCH!

I GOT ME A BAD FEELIN', DINO, THAT IN A FEW MINUTES, IT'LL BE NUTHIN'!

MEANWHILE IN LEVEL THREE...

ANOTHER SECOND LATER, AND WE'D HAVE BEEN CAUGHT.

GOOD THING I FOUND THIS AIR SHAFT!

WAIT, SAWYER'S AWAKENING!

EASY, GENERAL, YOU'RE WEAK... THE DRUGS!

NOT DRUGS... MY HEART!

YOUR HEART?! I'VE GOT TO GET YOU TO A MEDIC--!

NO! LEAVE ME HERE! NO ONE KNOWS MY LOCATION BUT YOU -- I'M SAFE! FIND NICK, HELP HIM STOP STRUCKER -- BEFORE IT'S TOO LATE!

GO! THAT'S AN ORDER!

I WILL, SIR! BUT I'LL BE BACK! YOU HAVE THE WORD OF CAPTAIN AMERICA!

AT THE SAME TIME, IN BARON STRUCKER'S CONTROL CENTER...

SUPREME ONE! FORGIVE MY INTRUSION, BUT STRIKE FORCE 'H' REPORTS SABOTEURS IN THE SUB-MARINE DOCKING STATION!

IMPOSSIBLE! WHO WOULD BE SO FOOLISH TO ATTACK FROM THERE?

10

AFTER A SWIFT ACTIVATION OF THE SUB-LEVEL'S MONITOR SCREENS...

OF COURSE-- FURY!

SO CAPTAIN AMERICA WAS MERELY A DECOY FOR YOUR SURPRISE ATTACK FROM BELOW!

A BRILLIANT STRATEGY--BUT FOREDOOMED TO FAILURE!

FOR, INSTEAD OF STRIKING WHERE I AM WEAKEST, YOU LANDED WHERE I AM STRONGEST-- BESIDE THE ISLAND'S BARRACK'S!

"YOUR FOOLHARDINESS WILL ENABLE MY REVENGE UPON YOU ALL!"

COLONEL! PINNED DOWN LIKE THIS-- WE DON'T STAND A CHANCE!

LET IZZY AND ME ATTACK THEM...DRAW THEIR FIRE--!

NEGATIVE! YOU'D BOTH'D BE SHOT TO CONFETTI IN SECONDS!

TROUBLE IS, DINO'S RIGHT! WE'RE DEAD UNLESS I THINK OF SOMETHIN'! BUT WHAT?

DINO'S GONNA HATE ME FOR SWIPIN' HIS IDEA, BUT WHERE IT WOULDN'T WORK FER HIM AN' IZZY, IT JUST MIGHT WORK FER TWO S.H.I.E.L.D. AGENTS IN LIGHTWEIGHT BATTLE SUITS!

DUM DUM! GET READY! HERE'S WHERE YOU AN' ME SHOW THE OTHERS SOME REAL HOWLIN'!

BUT BEFORE COLONEL FURY AND DUM DUM CAN BEGIN THEIR SUICIDAL RUSH...

THAT SHIELD, STREAKING AT US LIKE A GUIDED MISSILE--! UNHHHHH!

IT BELONGS TO CAPTAIN AMERICA! BUT HE SHOULD BE DEAD!

IT WILL TAKE MORE THAN THE LIKES OF YOU TO STOP ME!

COME ON, YA HEROES, WE CAN'T LET CAP HOG ALL THE GLORY! LET'S MOVE!

WA-HOO!

12

YA SURE KNOW HOW TO CUT IT CLOSE, CAP!

YER NICK-OF-TIME ATTACK WAS ALMOST A SECOND TOO LATE!

SORRY, OLD FRIEND, BUT I HAD A SQUADRON OF GREEN-GARBED OBSTACLES TO SLOW ME DOWN.

AND AS THE TIDE TURNS IN FAVOR OF THE HOWLERS...

GIVEN TIME... STRUCKER COULD DISCOVER HOW TO... ACTIVATE THE MISSILES... WITHOUT THE CODE!

FEEL SO BLAMED... WEAK! MUSCLES QUIVERING LIKE JELLO!

SOMEHOW... I MUST REACH THE BOMBER... HIT THE DESTRUCT LEVER... BLOW IT UP BEFORE STRUCKER CAN SEND OFF THE ICBMS!

THOSE... AGENTS CAP FELLED...

MAYBE... EVEN IN MY WEAKENED STATE...

... DISGUISED AS ONE OF THEM... I CAN REACH THE B-52!

; NNNH! WITHOUT MEDICAL HELP--QUICK... I'M A GONER!

THE ONLY HOPE THE WORLD HAS... IS ME LIVING LONG ENOUGH... TO DO WHAT I HAVE TO DO!

C'MON, YOU OLD WAR-HORSE... FORGET THE AGONY... GO OUT AND SAVE THE WORLD!

13

LESS THAN A MINUTE AFTER GENERAL SAWYER HAS DISAPPEARED AROUND THE CORNER...

QUICK, BEFORE THEY CAN REGROUP, LET'S GET GENERAL SAWYER...

...TAKE HIM TO THE SUB AND--

--HE'S GONE!

BUT HE COULDN'T HAVE LEFT BY HIMSELF--HE'S TOO WEAK!

HYDRA MUST HAVE FOUND HIM!

THEY DID! I WAS SCOUTIN' AROUND THE CORNER AN' SAW HIM IN THE MIDDLE OF A SQUAD OF HYDRA GOONS!

AS CAP INVESTIGATES IZZY'S REPORT...

THE GROUP IS SMALL, CONCERNED MORE WITH THEIR HOSTAGE THAN ANY SURPRISE ATTACK!

THAT IS AN ADVANTAGE WE MUST SEIZE BEFORE IT IS LOST!

AND...

ERIC! GRAB HAPPY SAM WHILE I TAKE CARE OF HIS PLAYMATE!

I HAVE HIM, IZZY!

WELL, DON'T JUST STAND THERE, BLAST IT! CHECK HIM OUT! SEE IF HAPPY SAM'S OKAY!

14

COLONEL! HIS SKIN IS ICE COLD! THERE'S NO RESPIRATION-- NO PULSE!

WE ARE TOO LATE! GENERAL SAWYER IS DEAD!

DEAD...? HE CAN'T BE! WE SAW HIM WALKIN' JUST A SECOND AGO!

THERE'S NO WAY HE'D BE DEAD UNLESS...

...I WAS RIGHT! HE'S ANOTHER LIFE MODEL DECOY!

COLONEL-- TICKING...!

HIT THE DECK, HOWLERS! IT'S A BOOBY TRAP!

BKOOM

IF THEY GOT ONE DUMMY OF HAPPY SAM, THEY'VE GOT MORE! WE WERE LUCKY THIS ONE HAD A LONG FUSE!

QUIET-- I JUST FIGGERED OUT WHERE THEY MUSTA TOOK THE REAL HAPPY SAM! TO THE B-52!

FOLLOW ME TO THE AIRSTRIP!

NO! YOU ONLY KNOW THE LONG WAY!

15

" I SPENT SOME TIME HERE BEFORE--AND I GOT TO KNOW MY WAY AROUND PRETTY GOOD.'

IN A FEW SHORT MINUTES...

C'MON, YA YARDBIRDS! WE AIN'T HERE FER NO SUNDAY PICNIC!

THE FASTER WE RECAPTURE THAT BOMBER, THE FASTER WE CAN SET UP THE AMBUSH THAT RESCUES HAPPY SAM!

ARE YOU SURE STRUCKER WILL BRING HIM HERE?

STRUCKER NEEDS THE BOMBER AND SAWYER! SOONER OR LATER HE'S GOTTA BRING 'EM BOTH TOGETHER TA FINISH WHAT HE'S STARTED!

HAVEN'T HAD TIME TO DISCUSS THIS WITH NICK--BUT OUR OPPONENTS SO FAR WERE ALL *LMD'S!* CAN IT BE THAT--?

NICK! LOOK!

YES, YOU DEMOCRATIC DOLTS--GAZE UPON THE NEGATION OF ALL YOUR HEROIC EFFORTS!

SAWYER IS MINE--AND YOUR PROPOSED TRAP HAS FAILED!

ATTEMPT TO STOP ME NOW, AND YOUR ESTEEMED COMMANDER DIES!

16

ONCE, I NEEDED HIM ALIVE -- HIS MIND POSSESSED THE *ICBM* ACTIVATION CODE! HOWEVER, WITH CHEMICAL PERSUASION, THAT INFORMATION IS NOW MINE!

I DO NOT NEED HIM! THUS, I OFFER AN EXCHANGE: THE BOMBER FOR HIS LIFE!

THAT LOUSY--!

YOU'RE MAD IF YOU THINK WE'LL LET YOU FLY AWAY TO LAUNCH A NUCLEAR ARMA-GEDDON!

YOUR ALTRUISTIC CONCERN FOR THE WORLD BORES ME! YOU HAVE TWO MINUTES TO EXERCISE YOUR CHOICE!

I DON'T TRUST HIM, NICK, BUT I'M AFRAID WE'VE NO CHOICE BUT TO PLAY THE GAME HIS WAY.!

WE DO HAVE ONE ACE IN THE HOLE. HE DOESN'T KNOW THE PLANE'S ANTI-RADAR DETECTION SCREEN IS SHUT OFF!

YEAH, THE SECOND WE GET SAWYER, YOU RACE TO THE SUB, RADIO OUR FLYBOYS, AN' THEY'LL BLOW HIM OUTTA THE SKY BE-FORE HE CAN SO MUCH AS SNEEZE!

STRUCKER'S PROBABLY SLAPPED A BOMB ON SAM, BUT FINDIN' THAT BEFORE IT EXPLODES WILL BE MY WORRY!

AWRIGHT, STRUCKER, YA GOT A DEAL. HAND OVER SAWYER!

NO -- NOT QUITE YET! SO LONG AS SAWYER IS IN MY POSSESSION, I AM ASSURED OF YOUR COMPLETE HELP-LESSNESS!

HE SHALL BE RELEASED AFTER I HAVE DETERMINED THERE IS NOTHING YOU CAN DO TO STOP ME!

17

BUT JUST AS STRUCKER IS ABOUT TO TRIP THE HATCH RELEASE...

WHAK!

NICK! THAT PANEL DROPPED DOWN BY IT-SELF AN' KNOCKED DOWN STRUCKER AN' HIS MEN! HOW--?

HOW ELSE, YOU RED-HEADED WOOD-PECKER?

HAPPY SAM! THE REAL HAPPY SAM!

HOOF IT, HOWLERS! SAM'S GIVEN US THE CHANCE-- MAKE IT PAY OFF!

NICK! STRUCKER'S MOVING ... HE'S ONLY STUNNED!

SOMETHING STRANGE... ABOUT STRUCKER...!

YOU'RE CLOSEST, CAP! NAIL HIM!

HIS MOVEMENTS... THEY'RE TOO FLUIDLY SMOOTH! ALMOST AS IF... GOOD LORD!

STRUCKER'S A ROBOT!

HIS CIRCUITS MUST BE SUPER-SOPHISTICATED... SELF-REPAIRING... IN SECONDS HE'LL ATTAIN FULL MOBILITY!

WHAT'S IN HIS HAND?

A DETONATOR!

HE'S GOING TO BLOW UP HIS MEN THE MINUTE CAP AND THE HOWLERS TOUCH THEM!

18

I MUST GET THE DETONATOR BEFORE HE RECOVERS!

GENERAL SAWYER! STOP! I'LL HANDLE STRUCKER!

NO! STAY BACK! HE'S GOING TO--

K-BOOM!

SAM!

HOW MANY TIMES... DO I HAVE TO TELL YOU, FURY... IT'S GENERAL SAWYER... NOT SAM...

CLEAR OUT.../ I... SET... DESTRUCT MECHANISM... BOMBER'S GOING TO EXPLODE!

DON'T TRY TA TALK, SAM... I MEAN, GENERAL! SAVE YOUR STRENGTH! IF YA SURVIVED THIS LONG--YA'LL MAKE IT TA THE MEDICS!

YOU ALWAYS WERE A LOUSY LIAR, NICK!

IT'S TOO LATE FOR ME... YOU AND YOUR HOWLING YA-HOOS MAY HAVE BEEN... THE BIGGEST PAIN IN THE NECK THIS NURSEMAID HAD...

... BUT YOU WERE THE BEST!

I'M PROUD TO HAVE BEEN YOUR COMMANDER... AND FRIEND!

19

IT WAS A BLUFF! STRUCKER SENT THIS ROBOT AND SQUAD TO FLUSH US OUT AND KILL US! THE REAL STRUCKER'S STILL IN HIS CONTROL ROOM, SETTING UP--

NO! I AM THE REAL BARON STRUCKER!

EVERYONE WAS KILLED WHEN THE DEATH SPORE WAS RELEASED! ONLY I SURVIVED! I-- AND MY CADRE OF LMDS!

DON'T YOU SEE, YOU *ARE* AN LMD! STRUCKER MUST HAVE CREATED YOU TO CARRY ON FOR HIM WHEN--!

NO! I AM WOLFGANG STRUCKER -- THE *REAL* STRUCKER! THIS IS MY BODY--MY FLESH, MY BLOOD...

HIS PROGRAMMING IS SO THOROUGH, HE CANNOT ACCEPT THE TRUTH!

BUMMRRR

THOUGH YOU HAVE SLAIN ME, YOU AND THE HOWLING COMMANDOS SHALL JOIN ME IN DEATH!

DON'T COUNT ON IT! THIS WAY, HOWLERS-- *HURRY!*

20

DUM DUM, SIGNAL THE SUB TO SURFACE!

BUT WHAT ABOUT YOU-- AND NICK?

DON'T WORRY! I'LL GET HIM! NOW-- GO!

JUST THEN...

DON'T BOTHER, CAP. WE'RE-- I'M HERE.

NICK... I'M SORRY! I KNOW HOW MUCH HE MEANT TO YOU!

I FAILED HIM, CAP... IF I HAD DONE MY JOB RIGHT, HE'D BE ALIVE!

"THE SECOND I SAW STRUCKER AT THE AIR BASE, I SHOULDA SENT A PLATOON OF ***S.H.I.E.L.D.*** AGENTS TA CHECK OUT HYDRA ISLAND!

"I DIDN'T.

"INSTEADA BEIN' THE COOL HEAD HONCHO OF ***S.H.I.E.L.D.*** I'M S'POSED TO BE, LOOKIN' OUT FOR THE WELFARE OF THE WORLD, I RUN OFF ON A PERSONAL QUEST.

"WITH THE WORLD ON THE BRINK OF DISASTER, I LET MY FEELINGS GET IN THE WAY OF DOIN' MY JOB. AS A RESULT, I BLEW IT-- I LET SAM DIE."

CAPTAIN AMERICA OPENS HIS MOUTH TO CONSOLE HIS OLD FRIEND, BUT HESITATES, UNABLE TO FIND THE WORDS...

AND AS THE SUBMARINE SILENTLY CRUISES TOWARD THE MAINLAND, HYDRA ISLAND SINKS BENEATH THE WAVES, THIS TIME PERHAPS FOREVER.

21

MORNING, TWO DAYS LATER. A CEMETERY NEAR ARLINGTON, VIRGINIA.

SAM NEVER DID LIKE "TAPS", GABE! HE WAS A FIGHTIN' MAN--A HOWLER! PLAY OUR BUGLE CHARGE!

LONG AFTER THE DEFIANT NOTES HAVE DISSIPATED ACROSS THE PEACEFUL COUNTRYSIDE...

...THEY CONTINUE TO VIVIDLY LINGER IN THE MINDS OF THIS ASSEMBLAGE OF WORLD WAR II'S GREATEST HEROES!

SAM WAS NEVER MADE FOR NO WHEEL-CHAIR. YOU KNOW THAT, NICK!

YEAH...

"...HE DIED THE WAY HE WANTED--IN BATTLE, SACRIFICING HIMSELF TO SAVE HIS FRIENDS!

"HE DIED...A *HERO!*"

GENERAL SAMUEL SAWYER

MARCH 21, 1910-JUNE 30, 1982

END

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KING-SIZE ANNUAL!

CAPTAIN AMERICA™

Four men...
One legend...
Captain America.

Today...
all four
put the legend
to the test.

WILSON-BEATTY

JUNE, 1945: ALTHOUGH THE THIRD REICH CAME CRASHING DOWN AROUND ADOLF HITLER TWO MONTHS AGO--HERE, IN THE STRIFE-TORN PACIFIC, THE BATTLE AGAINST TYRANNY GOES ON! AND, AT THE VANGUARD OF THAT BATTLE, AS THEY HAVE BEEN THROUGHOUT THIS HORROR CALLED WORLD WAR II, IS A BAND OF DETERMINED LIBERTY-LOVERS--

THE INVADERS™

THESE SEVEN HEROES HAVE BECOME LIVING LEGENDS IN THE YEARS SINCE THE AXIS POWERS FIRST LAUNCHED THEIR PLANS FOR WORLD DOMINATION--AND THE MOST TOWERING LEGEND AMONG LEGENDS IS THIS RED, WHITE, AND BLUE- GARBED JUGGERNAUT...

CAPTAIN AMERICA™

WITNESS HISTORY UNFOLDING BEFORE YOUR EYES AS THE INCENDIARY ANDROID MISNAMED THE HUMAN TORCH--AIDED BY HIS YOUNG ALLY TORO-- BLASTS THROUGH A PHALANX OF EMPEROR HIROHITO'S FINEST...

...WHILE NAMOR THE FIRST, PRINCE OF UNDERSEA ATLANTIS, SWOOPS DOWN OUT OF THE SKY LIKE A HUMAN DIVE BOMBER...

...PROVING WHY THE SAVAGE SUB-MARINER IS A NAME TO BE RECKONED WITH BOTH ABOVE AND BELOW THE WAVES!

WHOOSH

EVEN AS THE STARTLED SONS OF NIPPON ATTEMPT TO REGROUP, A BLUR OF YELLOW AND BLUE EXPLODES AMONG THEM!

WHAK!

AND, IF THE SUPER-SPEEDING WHIZZER IS HERE...

...CAN HIS FORMER PARTNER IN THE HOMEFRONT LIBERTY LEGION-- THE HIGH-FLYING MISS AMERICA-- BE FAR BEHIND?

SMASH!

MEANWHILE, ON THE FAR SIDE OF THIS TINY ISLE...

THE OTHERS HAVE DONE *THEIR* JOB BY LURING MOST OF OUR BLOODTHIRSTY HOSTS AWAY FROM HERE, BUCKY! NOW IT'S TIME FOR US TO DO OURS!

GOTCHA, CAP!

2

GOING, DOWN!

AND OUT!

GREAT WORK, BUCK! IT'S NICE TO SEE ALL THOSE LONG HOURS OF PRACTICE PAYING OFF!

WE'RE NOT PERFECT YET-- BUT WE'RE SURE GETTING TH--

CAP-- LOOK OUT!

HUH?

BLAST IT! I LET MY GUARD DROP AND ALMOST LOST OUR LIVES IN THE BARGAIN!

HE WOULD'VE NEVER DONE ANYTHING SO STUPID! WELL, LIKE THIS BATTERED SHIELD, I MAY NOT BE AS GOOD AS THE *ORIGINAL*--

RATATATATAT

--BUT IT'LL BE A COLD DAY IN HADES WHEN I LET A COUPLE OF RATS LIKE THESE--

SPANG!

WUTTAWUTTAWUTTA

--WRITE AN END TO *CAPTAIN AMERICA'S* CAREER!

B-A-M!

NOW, IF WE CAN--

WAIT! THAT RUMBLING-- DO YOU HEAR IT?

THERE, BUCKY-- LOOK!

IT'S THE SOLAR-POWERED TANK PROTOTYPE WE WERE SENT HERE TO DESTROY!

BUT, INSTEAD OF US BREACHING THIS JAPANESE BASE AND FINDING IT--

--IT'S FOUND US!

A GARGANTUAN DISTORTION OF EVERY DEATH-ENGINE EVER TO ROLL ACROSS A BATTLEFIELD, THE MASSIVE TANK DRAWS ITS POWER FROM THE BLAZING SUN OVERHEAD...

...AND SPITS SEARING BLASTS OF RECONVERTED SOLAR ENERGY AT CAP AND BUCKY! ONLY THEIR LIGHTNING REFLEXES SAVE THEM FROM BECOMING CHARRED HUSKS!

BREEEOOO!

HAVING SPIED THE LUMBERING GIANT, THE OTHER INVADERS COME STREAKING TO THEIR COMRADES' AID...

...AND FIND THEMSELVES IN NEED OF HELP, AS WELL!

SHREEE!

JUMPING FIREBALLS! THAT THING'S AS FAST AS IT IS DEADLY!

AND GAZING AT THIS SIGHT THROUGH EYES FLECKED WITH FEAR, CAPTAIN AMERICA WONDERS...

...AND REMEMBERS!

THREE MONTHS AGO, HE WAS THE LESS CELEBRATED HERO KNOWN AS THE SPIRIT OF '76. SUMMONED TO THE WHITE HOUSE BY PRESIDENT TRUMAN, HE WAS ASKED TO TAKE THE PLACE OF THE REAL CAPTAIN AMERICA...

...WHO, ALONG WITH THE FIRST BUCKY, WAS APPARENTLY KILLED IN ACTION SOMEWHERE IN ENGLAND...

4

IT HAS BEEN AN HONORABLE TASK THAT HE'S FACED UP TO WITH PRIDE... AND A GNAWING DOUBT. FOR THE SHADOW OF THE MAN HE'S REPLACED HANGS CONSTANTLY OVER HIM-- PERHAPS NEVER MORE SO THAN TODAY.

CAP-- FOR THE LOVE OF HEAVEN--

--SNAP OUT OF IT!

WHAT'S THAT, TORCH? DID YOU SAY--

OH, NO.

TANK'S GOT ME LINED UP DIRECTLY IN ITS SIGHTS! IT'S READY TO FIRE! IF I'M PLANNING ON GETTING OUT OF THIS ALIVE--

--I'VE GOT TO MOVE AS I'VE NEVER MOVED--

SHROOM!

--BEFORE...!!

HE TRIES TO GET UP, TO MOVE THROBBING MUSCLES, TO OPEN SWOLLEN, STINGING EYES -- BUT HE CANNOT.

ALL HE CAN DO IS LAY THERE, CURSING HIMSELF AND SURRENDERING...

...TO THE WARM...

...AND PEACEFUL...

... DARKNESS...

JULY, 1954: THE TWO FIGURES FURTIVELY STAKING OUT THIS WAREHOUSE IN WATTS ARE INDEED WHO THEY APPEAR TO BE... CAPTAIN AMERICA AND BUCKY!

100

BUT CAN THESE BE THE SAME HEROES WHO CARVED A GLORIOUS LEGEND IN THE SECOND WORLD WAR?

LISTEN CLOSELY--AND LEARN THE TRUTH...

WELL, CAP--WHADDAYA THINK?

I THINK IT'S TIME WE *HIT* THESE JUNGLE-BUNNIES, JUNIOR!

HIT 'EM HARD!

KR

ASH!

WH-WHO THE HECK IS THAT--?!

IF IT'S WHO I *THINK* IT IS--WE'RE IN BIG TROUBLE!

YOU BET YOUR BOOTS YOU'RE IN TROUBLE, YOU SHIFTLESS COMMIE STOOGE!

OOOF!

SMAKK!

KICK

YOU AND YOUR DARK-SKINNED PALS MAY HAVE OUR GOVERNMENT FOOLED INTO THINKING THIS IS JUST A WEEKLY CARD-GAME--

BASH!

--BUT WE KNOW A CONSPIRACY WHEN WE SEE ONE!

6

YOU TELL HIM, PARTNER!

IF WE HAVE TO TROUNCE EVERY IMPURE AMERICAN FROM COAST TO COAST TO GET PEOPLE TO WAKE UP TO HOW FULLY *THE RED MENACE* HAS INFECTED OUR SHORES--

CHUKKK!

--THEN THAT'S JUST WHAT WE'LL *DO!*

HOLY--! I'D HEARD THAT CAP AND BUCKY WERE RUNNIN' AROUND BEATIN' ON INNOCENT FOLKS-- BUT I COULDN'T *BELIEVE* IT!

INNOCENT? *YES?!*

C'MON, BUCKY--LET'S WRAP THIS UP! THE STINK FROM THESE DARKIES IS MAKING ME SICK!

SHOKKK!

AND THE TWISTED HATE, THE VITIATED IDEALS, SPEWING FROM THIS PAIR IS ENOUGH TO MAKE ANY THINKING PERSON EQUALLY SICK!

BUT, BEFORE PASSING JUDGEMENT ON THE CAPTAIN AMERICA OF THE 1950s AND HIS BILIOUS YOUNG CHARGE...

SHOKKK!

...CONSIDER FIRST THEIR HISTORY!

THIS STAR-SPANGLED SENTINEL GREW UP WORSHIPPING THE ORIGINAL...

COME BACK HERE, WORM!

...HIS OBSESSION WITH HIS IDOL'S LIFE LEADING TO THE ACCIDENTAL REDISCOVERY OF THE SUPER-SOLDIER FORMULA THAT HAD CREATED AMERICA'S GREATEST HERO A DECADE EARLIER!

I SAID-- COME BACK!

WHANG!

SPANG!

PLASTIC SURGERY CHANGED HIS FACE INTO A MIRROR IMAGE OF THE MAN BEHIND THE FAMOUS MASK, STEVE ROGERS--AND THE SERUM DID THE REST, TRANSFORMING HIM AND THE BOY WHO'D BECOME HIS CONFIDANT...

7

...INTO VIRTUAL DUPLICATES OF CAPTAIN AMERICA AND BUCKY!

VERY FLAWED, VERY DANGEROUS, DUPLICATES!

BLAST IT-- HE GOT AWAY! THOSE PEOPLE ARE SO FAST!

IF ONLY I COULD CONTROL MY SHIELD AS WELL AS MY PREDECESSOR!

AH, WELL-- I SHOULDN'T COMPLAIN! WE'VE DONE A FINE NIGHT'S WORK HERE.

A FINE NIGHT'S WORK.

WHAT'S THE MATTER, CAP? YOU SOUND... STRANGE.

IT'S JUST THAT-- SOMETIMES-- I WONDER ABOUT WHAT WE'RE DOING. I WONDER IF IT'S *RIGHT*... IF IT'S WHAT *HE* WOULD HAVE DONE!

WHAT AM I SAYING?!

OF COURSE IT'S RIGHT! *WE'RE* RIGHT!

WAIT HERE, LAD-- I'M GOING TO FETCH MY SHIELD!

FOR A TIME THEY'D LIVED UP TO THE LEGEND...

...BUT THAT WAS BEFORE THE SUPER-SOLDIER SERUM, UNCHECKED BY THE STABILIZING VITA RAY USED ON THE FIRST CAP, BEGAN TO AFFECT THEIR MINDS...

...WARPING THEIR GRAND IDEALS...

...EVEN AS REALITY NOW WARPS AROUND THIS TRAGIC MADMAN!

HE LOOKS BEHIND HIM TOWARD THE WAREHOUSE DOOR-- ONLY TO FIND THAT IT'S NO LONGER THERE! THEN, HIS HEAD BEGINS TO BURN AND THROB AS IF CAUGHT IN A VISE OF HOT STEEL...

...AND EVERYTHING SIMPLY...

8

FADES TO BLACK...

AUGUST, 1982.

WHAT A DAY!

I SPEND THE ENTIRE MORNING HITTING HALF THE AD AGENCIES IN TOWN IN SEARCH OF WORK--

--THEN I RUSH OFF TO AVENGERS MANSION FOR OUR REGULAR MEETING AND A FEW HOURS OF TRAINING IN THE GYM--

--FOLLOWED BY ANOTHER ROUND AT THE AGENCIES!

AND I THOUGHT BEING A FREELANCE ARTIST WOULD BUY ME LOTS OF SPARE TIME! DRAWING SURE WAS MORE FUN WHEN I WAS A KID!

LORD! MANY'S THE TIME I WONDER HOW THE SKINNY, ALL-TOO-ORDINARY BOY I *WAS* GREW UP TO BE THE MAN I AM TODAY!

WHY WAS IT THAT FATE SINGLED *STEVE ROGERS* OUT FOR THE GLORY AND THE BURDEN OF BEING CAPTAIN AM--

EH? WHAT'S THAT?

SOUNDS LIKE A BANK ALARM-- RINGING A FEW BLOCKS FROM HERE!

I GUESS A HOT DINNER AND A GOOD NIGHT'S SLEEP CAN WAIT A LITTLE LONGER...

FIRST CITY BANK

...AH! NOW *THERE'S* SOMEONE I HAVEN'T SEEN IN A WHILE-- *THE SCARECROW!*

IT APPEARS HE'S JUST MADE A WITHDRAWAL FROM THE BANK... WITHOUT BENEFIT OF AN ACCOUNT--

--AND HIS RAVENS ARE KEEPING THE GUARDS TOO BUSY TO STOP HIS LEISURELY GETAWAY!

IT CERTAINLY IS *WON*DERFUL BEING BACK IN CIRCULATION AGAIN!

AND IT'S NICE TO KNOW THAT MY HIATUS BEHIND BARS HASN'T PUT A CRAMP IN MY STYLE!

CRIME IS *SOOOOO*--

9

--EASY...?

OH, NO!

OH, YES!

UM... YOU WOULDN'T CONSIDER SPLITTING THIS LOOT WITH ME AND LETTING ME GO ON MY WAY--*WOULD* YOU?

NO MORE THAN YOU'D CONSIDER SURRENDERING AND SAVING US THE TROUBLE OF HAVING TO FIGHT THIS OUT!

SURRENDER? *ME?* I'LL SEE YOU DEAD FIRST!

SOMEHOW I KNEW YOU'D SAY THAT!

CAP MOVES WITH LIGHTNING SPEED AND BEFORE THE SCARECROW CAN MAKE A MOVE...

WHAP!

...HE'S DOWN!

FEW MEN ALIVE CAN MOVE AS QUICKLY, AS SURELY, AS THIS FLAG-BEDRAPED WHIRLWIND! BUT THEN, FEW MEN ALIVE HAVE EVER WORN THE COSTUME OF CAPTAIN AMERICA! AND THIS MAN--

...WAS THE FIRST!

THEY'D THOUGHT HIM DEAD DURING WORLD WAR II--BUT, INSTEAD, A MIRACULOUS ACCIDENT HAD THROWN HIM INTO A STATE OF SUSPENDED ANIMATION THAT LASTED DECADES! HE AWOKE, A MAN OUT OF HIS TIME--AND HE LEARNED... AND HE GREW...

SPAKK

ACHH!

...AS DID HIS LEGEND!

ALONE I NEVER COULD HOPE TO BEST YOU IN A PHYSICAL CONTEST, CAPTAIN!

BUT, OF COURSE--

--I AM NOT ALONE!

THE RAVENS DESCEND FROM THE AFTERNOON SKY LIKE A BLACK RAIN: TALONS EXTENDED, A DIM SAVAGERY REFLECTED IN THEIR EYES.

THE SCARECROW KNOWS THAT--AGAINST A FIGHTING MACHINE LIKE CAPTAIN AMERICA...

...HIS FEATHERED ALLIES WILL PROVIDE A FEW MOMENTS OF DIVERSION, AT BEST!

BUT A FEW MOMENTS ARE ALL HE NEEDS!

AU REVOIR, CAPTAIN!

ANTHONY, MY GOOD MAN--I'M SO GLAD YOU WAITED!
SHALL WE FOLLOW THE YELLOW BRICK ROAD AND HIE OURSELVES TO OZ?
WHAZZAT, BOSS?
DRIVE, IDIOT!
WE'VE GOT TO BE HALFWAY ACROSS TOWN BEFORE THAT UNFLAPPABLE, SHIELD-SLINGING PUREHEART UNTANGLES HIMSELF FROM MY--
"--TRAP?!"
I THINK HE'S UNTANGLED, BOSS!
OH, GOOD GRIEF!
CAN'T *ANYTHING* STOP THAT MAN, EVEN FOR A--
-- SECOND...
A-ANTHONY-- DID YOU *SEE* THAT? HE JUST... VANISHED INTO THIN AIR!
POP!
WOW... DID *YOU* DO THAT, BOSS?
I DIDN'T DO *ANYTHING*, ANTHONY-- AND I HAVE NO INTENTION OF STICKING AROUND TO FIND OUT WHO *DID*!
STEP ON IT, WILL YOU?

ELSEWHERE, ELSEWHEN...

WH-WHAT'S HAPPENING TO ME? I FEEL AS IF I'M BEING WRENCHED APART--AS IF MY VERY ESSENCE WERE BEING *SHREDDED TO BITS!*

BUT-- WHATEVER'S GOING ON-- WHEREVER I AM-- THERE HAS TO BE A WAY OUT! IF I CAN JUST ANGLE MY BODY--

--GET A GRIP ON ONE OF THOSE FLOATING LAND MASSES...

BUT THE PAIN IS SO GREAT... DON'T KNOW IF I CAN... KEEP CONSCIOUS LONG ENOUGH!

DARKNESS.

LIGHT.

IMAGE.

FORM.

REALITY.

WHAT IN THE NAME OF HEAVEN?!

HEAVEN, HELL--AND ALL THE MYRIAD REALMS *IN BETWEEN*, SIR!

BUT I AM SURPRISED AT YOUR LOOK OF INCOMPREHENSION, THE LACK OF RECOGNITION IN YOUR EYES! SURELY YOU HAVE NOT FORGOTTEN--

--MISTER *BUDA!*

AH--BUT IT IS NOT FOR *ME*, THIS MASK OF BEFUDDLEMENT! IT IS FOR THE TWO HERE AT MY SIDE! STUDY THEM WELL, SIR-- FOR THEY ARE THE SPECTERS OF YESTERDAY...

THE SHADOWS OF THE PAST!

J. M. DeMATTEIS	RON WILSON	VINCE COLLETTA	DIANA ALBERS	DON WARFIELD	MARK GRUENWALD	JIM SHOOTER
SCRIPTER	PENCIL BREAKDOWNS	FINISHED ART	LETTERER	COLORIST	EDITOR	EDITOR-IN-CHIEF

MISTER BUDA! YOU WERE FULL OF TRICKS THE FIRST TIME WE MET *-- BUT YOU'VE REALLY OUTDONE YOURSELF THIS TIME!

*IN THE 1976 CAPTAIN AMERICA BICENTENNIAL TREASURY.

TRICKS, SIR?

MISTER BUDA IS MASTER OF TIME, SPACE, AND THE ARCANE ARTS-- HE *NEVER* RESORTS TO TRICKS! AND, TELL ME HONESTLY: WAS OUR LAST ENCOUNTER NOT... FRUITFUL?

LET'S JUST SAY IT WAS INTERESTING -- AND LEAVE IT AT THAT! NOW, WHAT'S THIS ABOUT?

TO UNDERSTAND THIS -- YOU MUST FIRST UNDERSTAND *ME*, SIR!

ALTHOUGH THE ADEPTS OF YOUR WORLD KNOW ME AS MISTER BUDA -- AMONG MY PEOPLE, THE STAR-WANDERING ELDERS OF THE UNIVERSE, I AM CALLED... *THE CONTEMPLATOR!*

IN MY EONS-LONG MEDITATIONS, I HAVE PROBED THE HEART OF COSMIC MYSTERIES -- DISSECTED THE SPIRITUAL FIBER OF CREATION!

ALL WELL AND GOOD -- BUT THAT STILL DOESN'T ANSWER MY QUESTION! WHAT ARE YOU UP TO? AND WHO ARE THESE MEN -- IF THEY *ARE* MEN -- DRESSED UP TO LOOK LIKE ME?

I THINK YOU ALREADY KNOW THE ANSWER TO THAT, SIR! THESE ENTRANCED SOULS -- *ARE* YOU! OR AT LEAST... REFLECTIONS OF YOU!

REFLECTIONS, BUDA?

WHY MUST YOU ALWAYS COUCH YOUR ANSWERS IN RIDDLES?

MAYBE I CAN HELP YOU GET TO THE HEART OF THOSE RIDDLES, CAP!

15

WHO THE DEVIL--?

NO DEVIL, CAP--JUST AN OLD SOLDIER LIKE YOU--

--WHO WAS ONCE LUCKY ENOUGH TO WEAR THE UNIFORM OF CAPTAIN AMERICA!

THAT FACE--SO FAMILIAR TO ME?

IF YOU CAN SEE PAST THE LINES OF AGE, YOU MIGHT RECOGNIZE NEWSPAPER-MAN *JEFF MACE*--

--BETTER KNOWN AS THE STAR-SPANGLED SUPER HERO CALLED--

THE PATRIOT!

I MODELED MY ENTIRE SPY-SMASHING CAREER AFTER YOU, CAP--AND ALTHOUGH I NEVER MADE IT TO YOUR LEVEL, I DID MY SHARE FOR UNCLE SAM!

"BUT MY *BIGGEST* JOB CAME AFTER THE WAR--ONE TRAGIC EVENING IN BOSTON--

"--WHEN THE FIRST MAN TO REPLACE YOU... THE SPIRIT OF '76... *DIED* AT THE OLD CHURCH-- IN BATTLE WITH A ROBOT SERVANT OF *ADAM II, THE SYNTHETIC MAN!*

"DONNING A SPARE COSTUME HIDDEN ABOARD THE SUB-MARINER'S FLAGSHIP, I JOINED THE INVADERS IN THE FINAL CONFRONTATION WITH ADAM II!*

"AND, AFTER THAT, I DECIDED TO TAKE OVER WHERE MY PREDECESSOR LEFT OFF...

*SEE WHAT IF? #4 FOR ALL THE DETAILS.

16

"I BECAME CAPTAIN AMERICA!

"I CAN STILL RECALL HOW I FELT, WALKING THROUGH THE SHADOWED STREETS OF BOSTON, WITH THE LIFELESS BODY OF THAT BRAVE MAN IN MY ARMS. THAT NIGHT, I MADE A SILENT VOW TO BE EVERYTHING HE WAS-- EVERYTHING YOU WERE--AND MORE!

"IN THE MONTHS THAT FOLLOWED, THE SECOND BUCKY AND I TRIED TO DO JUST THAT!

"BUT POST-WAR AMERICA WAS A DIFFERENT PLACE! THE AXIS MENACE FROM ACROSS THE SEA HAD BEEN DEFEATED--AND THE SPECTRE OF COMMUNISM HAD YET TO DARKEN OUR LAND!

SOON, A BULLET WOUND TOOK BUCKY OUT OF COMMISSION--AND I TEAMED WITH GOLDEN GIRL FOR A WHILE. BUT IT WAS TOO LATE FOR THE GLORIES I'D IMAGINED... ALL THE VICTORIES HAD BEEN WON. TIME HAD ROBBED ME OF MY CHANCE. HISTORY HAD PASSED ME BY.

I GAVE UP THE MANTLE OF CAPTAIN AMERICA AND RETURNED TO REPORTING. IN THE 1950s, YET ANOTHER CAPTAIN AMERICA ARRIVED ON THE SCENE AND, SOME YEARS AFTER THAT, YOU WERE RESURRECTED FROM AN ICY GRAVE.

AS FOR ME, I WAS LEFT WITH FADING MEMORIES, AND A HANDFUL OF EMPTY DREAMS... YOU'VE HAUNTED ME DOWN THROUGH THE YEARS, CAP. YOU--AND ALL I COULD HAVE BEEN. I LIVE WITH GHOSTS, CAP--

"PEOPLE SEEMED TO HAVE LOST THEIR NEED TO RALLY AROUND SYMBOLS. EVEN THE GREATEST SYMBOL OF ALL!

17

--AND THAT'S A DISMAL LEGACY FOR A MAN DYING OF CANCER TO LEAVE BEHIND.

CANCER...? I-I'M SORRY, JEFF. *TRULY* SORRY. BUT--THE PAST IS DONE! YOU CAN'T WASTE YOUR FINAL DAYS REGRETTING WHAT *WAS!*

YOU CAN'T RE-CAPTURE-- YESTER-DAY!

OR--

--*CAN*--

--YOU?

INDEED HE CAN, SIR!

AND INDEED I *WILL.*

IN MYSTICALLY DRAWING THE VARIOUS CAPTAIN AMERICAS OUT OF THE TIMESTREAM--MISTER BUDA HAS ALTERED HISTORY--DIVERGED AN ALTERNATE *WORLD* DOWN THERE!

ON *THIS* EARTH, THE INVADERS FAILED TO STOP ADAM II IN HIS QUEST FOR MASTERY OF HUMANITY! THE WORLD WAS CRUSHED UNDER HIS ANDROID HEEL BACK IN '46!

EVERY DAY, THE FACTORIES TURN MORE AND MORE PEOPLE INTO HUMAN CYBORGS! ALL ACROSS THE GLOBE, THE SPARK OF FREEDOM HAS BEEN EXTINGUISHED! THE--

AND YOU *WANT* THIS?!

NO, YOU DON'T UNDERSTAND! IT'S A WORLD THAT *NEEDS* SYMBOLS! A WORLD THAT'S READY FOR THE FOUR OF US TO LIBERATE IT! TO--

SHUT UP, MACE JUST...SHUT UP!

YOU ARE... DISTURBED, SIR? WHY? I HAVE GIVEN A DYING MAN THE OPPORTUNITY TO FIND HAPPINESS. IS THAT SO WRONG?

18

BUDA--I KNOW YOU AND THE OTHER SO-CALLED ELDERS OF THE UNIVERSE THINK YOURSELVES ABOVE US... MERE HUMANS! BUT HOW COULD YOU BE SO HEARTLESS, SO CRUEL, AS TO ALTER AN ENTIRE PLANET'S HISTORY TO SUIT SOME CAPRICIOUS WHIM!

A WHIM, SIR?

MISTER BUDA FOLLOWS NO WHIM, SAVE THE WHIM OF THE INFINITE! ALL I DO, EVERY ACTION I TAKE, IS DICTATED BY THE DESIRES OF THE COSMOS, NOT MY HUMBLE SELF.

MORE RIDDLES!

NOT RIDDLES, DEAR SIR-- *TRUTH!* I DO THIS BECAUSE THE COSMIC DESTINY DICTATES THAT IT *MUST* BE DONE! IF YOU AND THE OTHERS SUCCEED IN BRINGING AN END TO ADAM II's REIGN, YOU WILL HAVE LIBERATED A WORLD!

AND-- IF WE *FAIL?*

MISTER BUDA'S RESPONSE IS A COOL, IMPENETRABLE SMILE...

...THAT SERVES ONLY TO OUTRAGE THE SHIELD SLINGER!

NO! I WON'T LET YOU DO THIS! I *CANNOT* LET YOU DO THIS!

YOU HAVE YET TO UNDERSTAND, MY HEADSTRONG FRIEND-- THAT YOU HAVE LITTLE CHOICE IN THE MATTER!

I-IMPOSSIBLE! YOU SIDESTEPPED MY SHIELD WITHOUT THE SLIGHTEST EFFORT! BUT-- THAT'S NEVER BEEN DONE BEFORE!

IT HAS BEEN DONE NOW... *NO?*

NOW, PLEASE, SIR-- *ACCEPT* THE SITUATION THAT HAS BEEN HANDED YOU BY FATE! WHEN MEN SUBMIT TO THE STREAM OF UNIVERSAL LIFE-- THEY LEARN THE LESSONS THAT WILL SOMEDAY MAKE OF THEM... GODS!

19

GODS? MISTER-- IF YOU, THE GRANDMASTER, THE COLLECTOR, AND THE REST ARE GODS--

--THEN I COUNT MYSELF LUCKY TO BE CALLED A *MAN!*

BECAUSE YOU ARE THE MOST ARROGANT, SELFISH, *SPOILED* BUNCH I'VE COME ACROSS IN MY ENTIRE LIFE.!

CAPTAIN... *DEAR* CAPTAIN.! YOU MISJUDGE MY CHARACTER AS BADLY AS YOU MISJUDGE MY PHYSICAL ABILITY TO AVOID YOUR EVERY WELL-TIMED THRUST!

BLAST! MISSED YOU *AGAIN!*

HOW DO YOU *DO* IT?

HEAR ME, SIR: I *LISTEN* TO THE COSMOS, TO ITS EVERY SIGH AND WHISPER! IT TEACHES ME--

--AND I HAVE MADE IT *MY* LIFE'S WORK TO TEACH *OTHERS,* AS WELL!

TO HELP THEM BETTER SEE THE DIVINE PLAN--THE PERFECTION --THAT IS AT WORK ON *EVERY LEVEL* OF CREATION!

HIGH WORDS INDEED, BUDA-- FOR A MAN WHO'S JUST TURNED A WORLD INTO HELL!

WHERE'S THE PERFECTION IN THAT, SAGE? WHERE'S YOUR FLAWLESS DIVINE PLAN?

NOW ARE YOU GOING TO CHANGE THINGS BACK AGAIN--OR AM I GOING TO HAVE TO--

SURELY YOU REALIZE BY NOW, GOOD SIR--

--THAT YOU CAN DO *NOTHING!*

CAP PEERS INTO EYES THAT SHIMMER LIKE CELESTIAL BODIES...

...AND, SWIRLING WITHIN THOSE EYES, HE SEES A HARD, COLD TRUTH.

THERE REALLY IS NOTHING I CAN DO TO STOP YOU, *IS* THERE?

NOTHING SAVE PLAY THIS GAME OUT--

--TO ITS IN-EVITABLE END!

20

SUDDENLY, THERE IS A RUSH OF WIND, A HOT EXPLOSION IN CAPTAIN AMERICA'S MIND--AND HE FINDS HIMSELF, SIDE-BY-SIDE WITH HIS THREE COUNTERPARTS...

...SAILING ACROSS AN EERIE, DIMENSIONAL SKY TOWARD...

...DESTINY!

AND, AS THEY TUMBLE GRACEFULLY, THE SHIELD-SLINGER SEEMS TO HEAR THE VOICE OF MR. BUDA IN HIS MIND, GENTLE-YET-FIRM, LOVING... YET DISPASSIONATE...

"YOUR TASK IS A FORMIDABLE ONE, CAPTAIN--YOU FOUR MUST EITHER DEFEAT THIS ADAM II OR, AT THE VERY LEAST, SET THE FIRE OF FREEDOM BURNING ANEW IN HUMANITY'S HEART SO THAT THEY THEMSELVES WILL TAKE UP THE CAUSE! SHOW MEN THAT THERE *IS* SOMETHING WORTH FIGHTING FOR! BREATHE NEW LIFE INTO THE VERY IDEALS YOU REPRESENT!"

THEN, BUDA'S VOICE FADES AND CAP SEES TWO OF HIS OTHER SELVES MOVING DOWN, DOWN, DOWN...

...AND AWAY...

21

...WOW! *THAT* WAS QUITE A TRIP!

BUT...WHY CAN'T I REMEMBER WHO BROUGHT US HERE--HOW IT'S POSSIBLE FOR MORE THAN ONE CAPTAIN AMERICA TO BE TOGETHER AT THE SAME TIME?

IT'S AS IF... SOMEONE HAS REPROGRAMMED MY MIND!

STOW THE ANALYSIS, FRIEND! ALL I KNOW IS THAT WE'RE HERE--AND THERE ARE ENSLAVED PEOPLE IN NEED OF OUR HELP!

AND THAT'S JUST WHAT THE CAPTAIN AMERICA OF THE 50s INTENDS TO *PROVIDE!*

YOU'RE ARROGANT, MISTER--BUT I ADMIRE YOUR CONFIDENCE!

AND WHY *SHOULDN'T* I BE CONFIDENT? I'M CAPTAIN AMERICA!

NO--*NEITHER* OF US IS CAPTAIN AMERICA. BENEATH THIS MASK, I'M STILL JUST THE SPIRIT OF '76--

I DON'T CARE IF YOU'RE *GEORGE WASHINGTON!* IF YOU'RE GOING TO LEND A HAND--THEN DO IT!

NOT THAT I REALLY NEED THE HELP, I--*HEY!* TAKE A GANDER DOWN THERE!

"IT LOOKS LIKE SOME OF THOSE SLIMY ROBOT SERVANTS OF ADAM II ARE OUT FOR AN AFTERNOON STROLL...!"

ALTHOUGH YOUR BODIES HAVE REJECTED NUMEROUS ATTEMPTS AT CYBORG-GRAFTING--YOU SHALL STILL BE OF USE TO ADAM II's EMPIRE!

*FOR, WITHIN HOURS, WE SHALL BE AT THE RECONVERSION CAMP--AND YOUR BRAIN ENERGIES WILL BE ADDED TO THE **MASTER COMPUTER** THROUGH WHICH OUR LORD AND CREATOR MAINTAINS **CONTROL** OF HIS CREATIONS!*

22

THAT'S WHAT *YOU* THINK, ROBBY!

WHAT'S THE MATTER, GOON? SURPRISED TO SEE A MAN WHO DOESN'T COWER--WHO HAS THE GUTS TO STAND TALL AND FIGHT BACK?

SLAMM!

WELL, BUSTER--YOU AIN'T SEEN NOTHING--

WHUDD!

--YET...?!

WHANG!

IF YOU'D SPENT LESS TIME JAWING AND MORE TIME LOOKING AROUND, MY FRIEND--

--THEN YOU WOULD HAVE *NOTICED* THAT OTHER HULKER SNEAKING UP BEHIND YOU!

IF THERE'S ONE THING I LEARNED IN MY TIME WITH THE INVADERS--ITS THE IMPORTANCE OF TEAMWORK!

YOU CAN'T JUST RACE OFF AND PLAY HERO--YOU'VE GOT TO WORK HAND-IN-GLOVE WITH YOUR PARTNER!

WHEEEEORR!

YOU MEAN--LIKE *THIS*?!

SMASSH!

23

SOMETHING LIKE THAT!

KRAKKK!

AS THE LAST OF THE ROBOTS FALLS, A VAGUE AWARENESS SEEMS TO FLICKER IN THE EYES OF THE ASSEMBLED CAPTIVES. NEVER BEFORE HAVE THEY SEEN SUCH A DISPLAY OF RESISTANCE... AND THEY'RE NOT SURE WHAT TO MAKE OF IT...

HA-HA-HA!

ANOTHER VICTORY FOR CAPTAIN AMERICA!

AND I'LL TELL YOU, MR. SPIRIT OF '76, YOU WEREN'T HALF-BAD YOURSELF!

I'M OVER-WHELMED BY YOUR GRATITUDE!

BUT I'M LESS CONCERNED WITH SELF-CONGRATULATIONS THAN I AM WITH--

--SETTING THESE PEOPLE *FREE!*

KRUNCH!

WHADDAYA MEAN--F-FREE?

DON'T YOU UNDER-STAND?

WE--AIN'T NEVER BEEN NOTHING BUT SLAVES TO THE ROBOTS, MISTER--

-- WE DON'T KNOW *HOW* TO BE FREE!

24

YOU DON'T KNOW *HOW--?!*

WE'RE WASTING OUR TIME HERE, PAL! THESE CRETINS AREN'T EVEN PURE-BLOODED AMERICANS!

C'MON! LET'S TRY AND FIND THAT *RE-CONVERSION CAMP*-- SO WE CAN STICK IT TO THOSE CRUMMY ROBOTS BUT GOOD!

THE FORMER SPIRIT OF '76 WATCHES, UNCERTAIN, AS THE CAPTAIN AMERICA OF THE 1950's RUNS OFF INTO THE NEIGHBORING MOUNTAINS. HE PONDERS FOLLOWING-- THEN TURNS INSTEAD TO FACE THE ASSEMBLED SLAVES.

LISTEN TO ME--ALL OF YOU! YOU SAY THAT YOU DON'T KNOW WHAT IT'S LIKE TO BE FREE!

YOU'RE NOT THE *ONLY* ONES!

THERE ARE A LOT OF PEOPLE WHO CLAIM TO *REPRESENT* FREEDOM--WHO MERELY *ABUSE* IT! WHO DO THEIR BEST TO *DENY* IT TO OTHERS!

BUT I'M TELLING YOU THAT, IN YOUR HEARTS, YOU'VE EACH BEEN FREE SINCE THE DAY YOU WERE BORN! DON'T BE AFRAID OF THAT FREEDOM! GRAB HOLD OF IT! CLING TO IT!

FIGHT FOR--

--IT...?!

OH-OH.

I GUESS WE DIDN'T DO ENOUGH DAMAGE TO YOU BRUISERS TO TAKE YOU OUT *PERMANENTLY*, HUH?

WELL, THEN-- I GUESS IT'S TIME TO BACK UP MY HIGH-FLOWN WORDS WITH SOME *ACTIONS!*

IF ONLY IT WAS THAT EASY. BUT ANY MAN CAN WEAR A COSTUME, LAUNCH INTO A SPEECH. IT TAKES A VERY SPECIAL MAN TO BUCK THE ODDS...

25

...AND COME UP A WINNER...

WHAM!

... TIME AND AGAIN.

ELSE-WHERE...

IT DIDN'T TAKE MUCH TO FIND THIS STINKING CAMP! ALL I HAD TO DO WAS FOLLOW THE TRAIL OF POLLUTION HANGING IN THE SKY!

BLASTED MACHINES! YOU'D NEVER CATCH A *HUMAN* GOVERNMENT SOILING THE LANDSCAPE LIKE THIS! WE--

DO NOT MOVE A MUSCLE, MY FRIEND.

WHO IN THE--?

DON'T BE ALARMED! IF YOU ARE TRULY A *MAN* BENEATH THAT GAUDY COSTUME, YOU WILL NOT BE HARMED.

BUT, IF YOU ARE ONE OF *THEM*...!

LISTEN HERE, BUSTER--I'M AS HUMAN AS YOU ARE!

AH, YES. SO I CAN SEE NOW. *GOOD*. I AM IN NEED OF AN ALLY.

ALLOW ME TO INTRODUCE MYSELF: SPECIAL AGENT SMITH-- OF THE *UNITED AMERICAN UNDERGROUND*.

UNDERGROUND? THEN THERE ARE STILL SOME *REAL* AMERICANS AROUND--WILLING TO STAND UP AND FIGHT?

26

"INDEED, YOU WILL FIND NONE OF THE... *INFERIOR* RACES IN OUR RANKS. NOW, FOLLOW ME--MY BROTHERS AND I HAVE TUNNELED *INTO* THE CAMP! TOGETHER, WE CAN BRING THIS CITADEL OF INHUMANITY--

"--CRASHING DOWN AROUND THE ANDROIDS!"

HEY! WHAT'S GOING *ON* HERE? THIS PLACE IS CRAWLING WITH ROBOTS--LIKE THEY WERE... *WAIT-ING* FOR US!

INDEED THEY WERE.

AT FIRST YOU WERE AN UNEXPECTED THREAT. BUT, AFTER OUR BIO-TRACERS SCANNED YOUR MIND, WE SAW HOW EFFORTLESS IT WOULD BE TO STOP YOU!

HOW SIMPLE A MATTER TO PROVIDE YOU WITH ONE OF YOUR OWN ILK, TO PUT YOUR TRUST IN! ONE WHO, LIKE YOU--

--HATES ALL THAT IS DIFFERENT!

FRZAKKKT!

NO! YOU'RE AN AN-DROID!

A NO, NO-GOOD, SOULLESS--

--ANDROID...!

THE PROPER TERM IS *CYBORG*. BUT YOU WILL LEARN IT SOON ENOUGH.

AND DO NOT WORRY, SLEEPING ONE--I THINK, FOR YOU, RECONVERSION WILL COME EASILY.

FOR YOU SEE THE WORLD IN MUCH THE SAME WAY *WE* DO!

27

WASHINGTON, D.C.

...HOW D'YA *LIKE* THAT MISTER BUDA! I DON'T KNOW HOW HE DID IT--BUT I'M *YOUNG* AGAIN!

LORD! I HAVEN'T FELT THIS WONDERFUL SINCE--

IN HEAVEN'S NAME, MACE--LISTEN TO YOURSELF! THIS ISN'T A GAME!

WHILE THERE'S STILL TIME, CALL OFF THIS INSANITY! IF *YOU* TELL BUDA THAT YOU WANT AN END TO IT, THEN--

AN END? CAP--DON'T YOU SEE? THIS IS GOING TO BE GLORIOUS! WE'LL BRING ADAM II DOWN THE SAME WAY WE TOPPLED HITLER AND HIROHITO! WE'LL--

BLAST IT, MAN--YOU'RE LIVING IN A FOOL'S DREAM! YOU'RE--

HOLD, INTRUDERS! WE *CLAIM* YOU FOR ADAM II!

THE VOICE IS METALLIC, UNEMOTIONAL YET CHILLINGLY FAMILIAR!

AND, AS CAPTAIN AMERICA TURNS--HE FINDS HIMSELF SICKENED...AND FEELING MORE THAN A LITTLE AFRAID!

NAMOR!

AND...WITH YOU...THE TORCH--THE WHIZZER--TORO --MISS AMERICA--

--AND BUCKY!

ONCE WE ANSWERED TO THOSE NAMES. BUT THEY ARE UNIMPORTANT NOW. ALL THAT MATTERS IS THE MASTER.

THE COMPUTER BANKS HAVE REGISTERED TWO BIOLOGICAL THREATS TO THE MACHINE ORDER. AS SUCH, YOU MUST BE ELIMINATED.

TAKE A GOOD LOOK, MACE! TAKE A GOOD LONG LOOK AT WHAT YOU AND YOUR FRIEND BUDA HAVE DONE!

BUT I DIDN'T MEAN... I NEVER *DREAMED--!*

THE MAN WHO WAS THE PATRIOT STAMMERS, THE CYBORG WHO WAS ONCE NAMOR OF ATLANTIS LUNGES.

28

THE ONE-AND-ONLY CAPTAIN AMERICA... REACTS!

IT'S TOO LATE FOR RECRIMINATIONS NOW, MACE! THEY'RE OUT FOR OUR BLOOD--

YOU WANTED ACTION... "CAPTAIN AMERICA"--

WHANGG!

--WELL, YOU'VE GOT IT!

--PROVE...?!

AND I'LL TAKE IT, CAPTAIN! I'LL PROVE TO YOU THAT I'M NOT THE BUFFOON YOU *THINK* I AM! I'LL--

NOOOOOOOOOOOOOOOO

SKUNNK!

29

THE OTHER IS INCAPACIPATED. LET US CONCENTRATE OUR EFFORTS ON THIS ONE.

THIS IS LIKE RELIVING MY PAST... THROUGH THE EYES OF A MADMAN! THE HUMAN TORCH I KNEW IN THE INVADERS WAS AS MUCH AN ANDROID AS *THIS* ONE! BUT HE HAD THAT PRECIOUS SPARK OF HUMANITY!

WHAT AM I SAYING? IF THIS IS A NEW REALITY DIVERGED FROM THE OLD, THEN THIS *IS*, IN ESSENCE, *THAT TORCH*-- CORRUPTED BY ADAM II!

FWOOOSH!

YARGH!

C'MON, CAP--KEEP ON YOUR TOES! WHIZZER ALMOST GRABBED YOU THAT TIME!

KRAKKKK

ALMOST-- BUT NOT QUITE!

BUT HOW LONG CAN I KEEP THIS UP! NONE OF THEM ARE HUMAN ANY MORE! THEY'RE MACHINE BEINGS-- UNTIRING, INCREDIBLY POWERFUL, AND--

HELP!

NOW WHAT?

LOOKS LIKE MACE IS UP AGAIN-- AND RIGHT IN LINE TO BE FRENCH-FRIED BY THE TORCH!

SO IT'S UP TO YOU-KNOW-WHO--

WHANG!

"--TO SAVE THE DAY!"

BUT--SAVED IT FOR *WHAT*? THIS ISN'T *MY* WORLD! THIS IS A LIVING NIGHT-MARE CONJURED BY A SELF-STYLED GOD AND A DESPERATE, DYING MAN!

THIS GRAND "BATTLE FOR FREEDOM" COULD GO ON FOREVER! WE MAY NEVER--

CAP!

"LOOK OUT!"

SMASSHHH!

BUCKY!

TOO LATE.

EVEN LIVING LEGENDS, IT SEEMS, CAN BE DISTRACTED.

MISTER BUDA! *PLEASE!* IF YOU'RE WATCHING-- YOU'VE *GOT* TO STOP THIS--NOW!

I DON'T WANT ANY-THING TO HAPPEN TO CAP! I--

WE KNOW NOT WHO THIS MISTER BUDA IS. BUT IT IS CLEAR HE HAS NOT HEARD YOU.

NOW-- WILL YOU SURRENDER WITHOUT FURTHER STRUGGLE?

I

I

I SURRENDER.

IN ANOTHER TIME, ON ANOTHER EARTH-- THIS WOULD HAVE BEEN 1600 PENNSYLVANIA AVENUE.

BUT ON THIS WORLD, RE-SHAPED BY A TWISTED, CYBERNETIC PERSONALITY, THE WHITE HOUSE HAS BEEN RAZED... AND A NEW STRUCTURE CONSTRUCTED IN ITS PLACE:

CASTLE COMPUTRONEX! THE PALACE OF ADAM II!

AND, WITHIN THE PALACE...

...TWO CAPTAIN AMERICAS AWAKEN--WHILE TWO MORE LOOK BLANKLY ON...

ONCE, SOME YEARS PAST, I VOWED THAT THE ANDROIDS WOULD INHERIT THE EARTH. HEROES SUCH AS YOURSELVES TRIED TO STOP ME THEN.

THEY FAILED.

I SOON TOOK STEPS TO INSURE THAT ALL SUPER-POWERED HUMANS WOULD EITHER MEET CONVERSION --OR DOOM.

YET TODAY MY REALM HAS BEEN INVADED BY FOUR SIMILARLY GARBED BEINGS THAT FIT THIS STRANGE, HEROIC MOLD.

I DEMAND TO KNOW YOUR IDENTITIES!

YOU'RE THE MACHINE WITH, THE PERFECT INTELLIGENCE! USE YOUR LOGIC CIRCUITS-- AND FIGURE IT OUT!

IF THAT IS WHAT YOU HUMANS CALL... HUMOR--IT WAS A MOST FEEBLE ATTEMPT.

I HAVE ALREADY CAPTURED AND CONVERTED TWO OF YOUR NUMBER! *YOU* WILL BE NEXT--IF I RECEIVE NO SATISFACTORY ANSWER!

YOU WANT AN ANSWER ADAM II? I'LL GIVE YOU AN ANSWER YOU'LL *NEVER* FORGET!

YOU DARE... LAY *HANDS* UPON ME?!

NO, GUARDS--NO! STAY BACK! I HAD FORGOTTEN HOW MUCH *SPIRIT* MEN ONCE HAD!

I FIND THIS SOMEWHAT... *REFRESHING!*

THE ANDROID-MASTER'S TONE IS PLEASANT. BUT THE STEELY GRIP ON CAP'S WRIST IS OTHERWISE.

32

YOU POSSESS A CERTAIN... SPARK THAT YOUR THREE COMPATRIOTS APPEAR TO BE LACKING!

THUS, YOU PRESENT ME WITH THE GREATEST CHALLENGE. I--

LISTEN TO ME, YOU TIN-PLATED, DICTATORIAL, LOUD-MOUTHED PILE OF CIRCUITS!

PATRIOT-- WAIT!

HE'S NOT THE ONLY ONE WITH THAT SPARK! I MAY HAVE BOTCHED THIS MISSION *SO* FAR, BUT THERE'S ALWAYS TIME TO MAKE--

WHOPP!

--AMENDS...!!

NOT BAD, MISTER. NOT BAD. BUT I HELPED DEFEAT YOU BACK IN '46--AND I'LL DO IT AGAIN, DO YOU HEAR ME?

I'LL DO IT AGAIN!

WHOOOOSH!

UNLIKELY.

BLAST IT! I *MISSED!* BUT THAT WON'T STOP ME, RUSTBUCKET! I'M TAKING YOU DOWN!

YOUR WORDS ARE NONSENSE! YOU SPEAK OF DEFEATING ME WHEN--BEFORE THIS DAY--I HAVE NEVER SET EYES UPON YOU!

STILL, IF YOU WISH TO DIE, IT WILL BE MY PLEASURE TO--

33

--OBLIGE?!

WHAT?! DO YOU THINK TO BEST ME WITH YOUR PALTRY BRUTISH STRENGTH? ARE YOUR BRAINS...DEFECTIVE...?

SLAM!

KEEP JABBERING, ADAM II! KEEP SPITTING YOUR VENOM!

THAT'LL ONLY MAKE MY PLEASURE ALL THE GREATER--AS I TAKE YOU APART!

BASSH!

HEADY, EXULTANT, JEFF MACE POUNDS HIS TIMELESS ENEMY AGAIN AND AGAIN, FEELING RENEWED STRENGTH, RETURNED VIGOR, COURSING THROUGH HIM WITH EACH HAMMER-LIKE BLOW!

AND, FOR THE FIRST TIME IN HIS LONG, TORMENTED LIFE, HE UNDERSTANDS WHAT IT MEANS TO FULLY BE--

WHOMP!

--CAPTAIN AMERICA!

BUT THIS MOMENT OF INEFFABLE JOY IS CUT SHORT BY A PATHETIC CRY FROM THE LIPS OF THE TRUE CAP!

MACE SPINS--SEES A LOOK OF AGONY ETCHED INTO THE ORIGINAL'S FACE... A VIOLENT TREMBLING WRACKING HIS STURDY FRAME!

THEN, MACE HEARS A CALM WHISPER IN HIS MIND! THE GENTLE TONES OF... MISTER BUDA!

"HERE AT LAST IS THE MOMENT YOU HAVE DREAMED OF! THE MOMENT WHEN YOU CAN ACTUALLY BECOME CAPTAIN AMERICA! BUT, IN ORDER TO DO THAT--

"--YOU MUST USURP THE VERY ESSENCE OF THE ORIGINAL CAPTAIN AMERICA!

I... WHAT--?

"YOU HAVE ONLY SECONDS TO DECIDE, SIR--

"--TO CHOOSE BETWEEN GLORY--AND SACRIFICE!

"CHOOSE WISELY--AND WELL!"

HE CHOOSES SACRIFICE...

KIKKK

...AND, AS VITAL ENERGIES FLOW FROM HIM, BACK TO THEIR RIGHTFUL OWNER, MACE WEAKENS--A WEAKNESS ADAM II SENSES...

...AND TAKES ADVANTAGE OF! WITHIN SECONDS, MACE FALLS, BONES CRACKING BENEATH STEEL-HARD FISTS...

P-KOW!

...YOUTH, VIGOR, AND A DECADES-OLD BURDEN FALLEN WITH HIM!

34

EVEN AS MACE SURRENDERS TO UNCONSCIOUSNESS, ANOTHER CAPTAIN AMERICA APPEARS TO--COME ALIVE!

THE FORMER SPIRIT OF '76 HAS LEARNED TODAY WHAT IT MEANS TO HAVE HIS HUMANITY LITERALLY STRIPPED FROM HIM!

HE'S KNOWN THE PAIN OF HAVING COMPUTER CHIPS IMPLANTED IN HIS BRAIN, OF HAVING REINFORCED STEEL TWINE ABOUT HIS MUSCLES...

YOU... MISERABLE--!

YET, SOMEWHERE INSIDE HIM, TOO, BURNS THE VERY SPARK ADAM II THOUGHT LACKING!

A SPARK THAT BECOMES A FLAME OF HUMAN PASSION--AS HE STRUGGLES AGAINST HIS NEW PROGRAMMING AND LUMBERS TOWARD HIS UNHUMAN FOE!

PERHAPS HE COULD EVEN DEFEAT ADAM II, GIVEN THE CHANCE.

FZZZAKKT!

BUT THE CAPTAIN AMERICA OF THE 1950s PUTS AN END TO ALL SUCH CHANCES WITH A CORUSCATING BURST OF ELECTRICAL ENERGY!

GOOD WORK, MY LOYAL SERVANT! YOUR TRANSFORMATION HAS BEEN AS PERFECT AS WE'D EXPECTED! BUT I AM AFRAID I... UNDERESTIMATED THESE OTHER TWO!

STILL, I HAVE NO WISH TO DO BATTLE WITH EACH OF THESE SO-CALLED... CAPTAIN AMERICAS.

NO! THE ONLY ONE I WISH TO PERSONALLY DESTROY IS--

YOU!

THEN TRY IT, ADAM II. TRY IT!

HE TRIES.

BOOOOT!

THE ANDROID'S KICK IS LIGHTNING SWIFT, AND ONLY EQUALLY SWIFT REFLEXES SAVE CAP FROM A BROKEN JAW AS HE ROLLS WITH IT!

35

YOU, CAPTAIN, ARE *UNIQUE*-- WITH AN INDOMITABLE FIGHTING SPIRIT THAT GIVES THESE OTHER HUMANS THE ILLUSION THAT FREEDOM IS ATTAINABLE!

YOU *INSPIRE* THEM WITH WORTHLESS IDEALS AND DREAMS: ALL THE INSUBSTANTIALITIES THAT MEN FOOLISHLY CLING TO--AND MACHINES WISELY *REJECT!*

I SEE NOW WHY YOU HAVE BEEN DELIVERED HERE TO ME! YOU ARE MY-- ANTITHESIS! MY OPPOSITE FACE!

IN CONQUERING YOU, I WILL HAVE POUNDED THE FINAL NAIL INTO HUMANKIND'S COFFIN!

YOU CAN'T CONQUER WHAT YOU DON'T *UNDERSTAND*, ADAM II!

IN ALL YOUR YEARS AMONG US, YOU'VE LEARNED PRECIOUS LITTLE OF MANKIND! FOR, TO TRULY COMPREHEND THE HUMAN HEART IS TO COMPREHEND THAT--I AM *NOT UNIQUE!*

YES, FATE HAS CHOSEN ME TO PLAY A PART, DON A UNIFORM, BECOME A SYMBOL FOR MEN TO RALLY AROUND! BUT BENEATH IT ALL--

--I STILL FEEL LIKE THE SAME SKINNY, ALL-TOO *ORDINARY* BOY I WAS FORTY YEARS AGO!

AND THAT'S THE KEY, ADAM II! THAT'S WHY YOU'LL *NEVER* CONQUER US!

YOU SPEAK IN RIDDLES, CAPTAIN!

NO! I SPEAK A TRUTH I'VE NEVER GRASPED AS FULLY AS I DO NOW!

WHENEVER THEY MAKE THE DECENT CHOICES, PURSUE THE GRANDEST IDEALS, REJECT SELFISHNESS IN FAVOR OF COMPASSION --*ALL MEN* BECOME CAPTAIN AMERICA!

AND THEY DON'T *NEED* SECRET FORMULAS AND FANCY COSTUMES TO PROVE IT!

YOUR VERBAL FACILITY IS AS IMPRESSIVE AS YOUR ACROBATIC SKILL-- AND EQUALLY USELESS!

OH, I DON'T KNOW ABOUT THAT! IN CASE YOUR VISUAL MONITORS HAVEN'T QUITE NOTICED--

--I'M WINNING!

SCRUNCH!

SMAK

I THINK NOT!

I HAVE ALLOWED YOU TO GET THIS FAR IN ORDER TO GAUGE THE EXTENT OF YOUR POWERS! THEY ARE, AS I SAID, IMPRESSIVE!

AS IS THE LOGIC OF YOUR ARGUMENTS!

YOU SPEAK OF HUMANKIND'S ABILITY TO RISE UP IN THE NAME OF "GRAND IDEAS"-- OF THE ORDINARY MAN'S POWER TO BE AS *YOU* ARE! I HAVE SEEN NO EVIDENCE OF THAT!

ZZZAP!

THIS DAY ALONE I HAVE DEFEATED *TWO* SUCH ORDINARY MEN WHO SOUGHT TO EMULATE YOU--AND WITH LITTLE EFFORT, TOTALLY CONVERTED YET A *THIRD*.!

IT IS CLEAR THAT MAN IS A WEAK, PITIFUL CREATURE WHO NEEDS THE DIRECTION OF ONE SUCH AS I! WHO NEEDS TO BE EMBRACED BY A CUNNING AND SOULLESS--

--MASTER?!

KRAK

TWIN BOLTS OF RAW ELECTRICAL ENERGY RIP THROUGH ADAM II--AND HE TOPPLES...

...THEN LOOKS UP THROUGH EYES WIDENING WITH ALMOST HUMAN SURPRISE!

YOU THREE! BUT *IT CANNOT BE!!*

NON-SEQUITOR! NON-SEQUITOR! THERE IS NO LOGIC IN THIS!

IF YOU THINK THAT'S A NON-SEQUITOR, RUSTBUCKET--CHEW ON *THIS*--

--YOU'RE ABOUT TO BE DESTROYED *NOT* BY A LEGEND--

--BUT BY AN "ORDINARY" MAN--

--NAMED *JEFF MACE!*

KRUNCH!

THERE IS A GRATING OF METAL-ON-METAL--A SICKENING, MECHANIZED GURGLING SOUND...

AND THEN...

I DON'T KNOW HOW YOU MANAGED IT, JEFF-- BUT I THINK ADAM II IS REALLY--

--FINISHED, CAP? HE SURE IS! AND HIS ANDROIDS SEEM TO HAVE AUTOMATICALLY SHUT OFF WHEN *HE* DID!

" BUT LOOK AT HIS FACE, CAP--

"--IT LOOKS AS IF HE COULDN'T COMPREHEND WHAT KILLED HIM!"

TO BE HONEST, I'M A LITTLE CONFUSED IN THAT DEPARTMENT, TOO! *WHAT HAPPENED?*

IT WAS WHAT YOU SAID WHILE BATTLING THE ANDROID! IN MY SEMI-CONSCIOUS STATE, I COULD SEE THAT YOUR WORDS WERE *AFFECTING* THE 1950'S CAP!

HIS MIND--THE DECENT MAN WHO *IDOLIZED* CAPTAIN AMERICA--WAS STIRRED TO A SEMBLANCE OF AWARENESS!

I TOOK ADVANTAGE OF THAT AWARENESS--

--URGED HIM TO *REVIVE* THE PATRIOT--TURN BOTH THEIR COMPUTER-FED ENERGIES *AGAINST* ADAM II.

AND HE *DID* IT, CAP! HE--

--DID IT!

WE'RE... BACK!

YOU STATE THE OBVIOUS, SIR!

YOU HAVE BEEN TRIUMPHANT--AS DESTINY DICTATED YOU WOULD BE! THE OTHERS HAVE BEEN RETURNED--UNIMPAIRED, UNREMEMBERING--TO THEIR RIGHTFUL PLACES IN TIME!

AND YOU, JEFF MACE--ARE AT PEACE WITH YOURSELF... *TRUE?*

38

I...SUPPOSE I AM! I FEEL EMPTY-- AT LONG LAST FREE OF MY OWN INNER DEVILS! IN THAT MOMENT WHEN I HAD TO CHOOSE BETWEEN BEING *MYSELF* FOR BEING *CAP*-- I FINALLY CAME TO TERMS WITH YESTERDAY!

BUT YOU *KNEW* THAT WOULD HAPPEN-- *DIDN'T* YOU, MISTER BUDA?

THIS WHOLE THING HAS BEEN A SET-UP FROM THE START!

THE CONTEMPLATOR... "SETS UP" NOTHING! HE MERELY FOLLOWS THE INTRICATE PATTERNS OF THE UNIVERSAL SPIRIT--AND DOES WHAT HE MUST TO HELP EACH MAN--

--SEE THE PERFECTION IN THE COSMIC PLAN--AND THE MAJESTY THAT LIES, UNSTAINED--

--IN EVERY HEART--

HE'S GONE.

JEFF-- ARE YOU ALL RIGHT?

YEAH, CAP. BELIEVE IT OR NOT, I REALLY *DO* FEEL--

--AT PEACE.

AND, NOW THAT I'VE LAID THE SHADOWS OF THE PAST TO REST, I CAN CONCENTRATE ON *TODAY*... AND WHO KNOWS? MAYBE I'LL LICK THIS CANCER YET!

AND--IF YOU DON'T?

THEN I'LL TAKE DEATH'S HAND AND MOVE ON-- *WITHOUT REGRET.*

I BELIEVE YOU WILL, JEFF. BUT I WOULDN'T EXPECT ANY LESS OF--

--CAPTAIN AMERICA.

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CAPTAIN AMERICA™

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1940! As the world teetered on the brink of global war, frail ***Steve Rogers*** entered a secret laboratory and was transformed into the American ***super-soldier!*** For four thrilling years, he battled the Axis powers — until a freak stroke of fate threw him into ***suspended animation.*** When he awoke, he was a man decades out of his time! Since that fateful day, Steve Rogers has sought his destiny in this brave new world!

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CAPTAIN! WE'VE BEEN EXPECTING YOU! BUT, IS SOMETHING WRONG? YOU LOOK PERPLEXED!

NO, MS. RUNCITER-- I'M FINE. IT'S JUST THAT--

-- I'LL *NEVER* GET USED TO THAT HOLO-GRAPHIC PROJEC-TION DISGUISING THE ENTRANCE TO S.H.I.E.L.D. HQ!

I GUESS I MISS THE OLD DAYS WHEN ALL YOU HAD TO DO TO GET IN HERE WAS ENTER A QUAINT LITTLE BARBER SHOP, PICK YOUR FAVORITE CHAIR AND GET LOWERED AWAY!

THE OLD DAYS ARE GONE, I'M AFRAID! YOU MUST ADMIT THIS IS MORE EFFICIENT!

SO THEY KEEP TELLING ME. AT ANY RATE--HOW GOES THE INVESTIGATION?

SLOW. WE'VE BEEN RUNNING TESTS ON THE REMAINS OF THE CREA-TURE THAT ATTACKED YOU A WEEK AGO*-- AND FRANKLY, WE'RE BAFFLED! IT'S LIKE NOTHING WE'VE COME ACROSS BEFORE!

* CAPTAIN AMERICA # 270 TO US.

IT SEEMS TO BE ***ALIVE*** SOME-HOW--EVEN IN THAT MELTED STATE--BUT DON'T ASK ME WHAT ***KIND*** OF LIFE! WE THINK THAT ***VERMIN*** CHARAC-TER WHO ATTACKED YOU LATER THAT SAME NIGHT HOLDS THE KEY TO THIS--

I HEAR HE'S BEEN LESS THAN TALK-ATIVE. UH...

... WHILE I'VE GOT YOU HERE, MS. RUNCITER--THERE'S SOMETHING I HAVE TO SAY. A WHILE BACK--WHEN YOU WERE RUNNING A ***PSYCHIC SCAN*** ON ME*-- I WAS EXTREMELY RUDE TO YOU... AND I WANT TO APOLOGIZE.

YOU SEE, I WAS UNDER QUITE A BIT OF PRESSURE AT THE TIME, AND--

*CAP # 268.

IT'S ALL RIGHT, CAPTAIN. I UNDERSTAND.

I'M SURE IT'S NOT EASY BEING YOU!

OOOHHH, THAT SOUNDED ***DUMB!*** BUT I THINK YOU KNOW WHAT I MEAN!

I DO INDEED, MS. RUNCITER!

CALL ME GAIL!

GAIL IT IS!

2

OF SUCH CONVERSATIONS FRIENDSHIPS ARE BORN-- AND WHO KNOWS *WHAT* ELSE!

THERE, THERE, GAIL-- LET'S NOT GET CARRIED *AWAY!*

BESIDES, YOU'VE GOT A LOT OF WORK TO DO--WORK THAT'S IMPORTANT TO CAP!

OH, BUT HE *IS* ADORABLE, ISN'T HE?

HIYA, SANDY. HOW'S OUR GUEST?

NUTS.

HARDLY A FAIR ASSESSMENT, SANDERSON.

OH, YEAH? THEN HOW WOULD *YOU* DESCRIBE 'IM, DOC?

VERMIN IS A TORTURED SOUL WHOSE LIFE HAS DEALT HIM SEVERE AND UNUSUAL PSYCHOLOGICAL BLOWS--NOT THE LEAST OF WHICH HAS BEEN HIS TRANSFORMATION INTO A CREATURE HALF MAN AND HALF RODENT.

OH, MASTERS-- YOU SAID YOU WOULDN'T ABANDON ME!

"IN OTHER WORDS, DOC, HE'S *NUTS!*"

PLEASE DON'T LEAVE ME HERE WITH ALL THESE CRAZYCRAZYCRAZY PEOPLE!

PLEASE!

ELSEWHERE IN THE S.H.I.E.L.D. COMPLEX...

HOPE I'M NOT INTERRUPTING ANYTHING!

CAP! HEY-- IT'S GREAT TA SEE YA, BUDDY!

SAME HERE, ARNIE. HOW'S MICHAEL?

OH, I'M FINE... FOR A GUY WHO'S HAD HIS MIND SUCKED OUT AND PUT IN THE BODY OF A ...*WHATEVER* THAT WAS THAT ALMOST KILLED YOU AND ARNIE.

DO YOU FEEL UP TO TALKING ABOUT IT, MICHAEL?

3

THERE'S NOT MUCH TO TELL -- THE MEMORIES ARE ALL JUMBLED. I CAN RECALL BEING KIDNAPPED... A MANIAC'S VOICE *TAUNTING* ME...

THEN IT ALL GETS SWEPT AWAY IN A RED HAZE. IT'S AS IF MY MIND REVERTED TO SOME ATAVISTIC STATE! I... GUESS THAT'S WHEN I WAS *INSIDE* THE BEAST!

THE ONLY THING I CAN CLEARLY LATCH ONTO IS THE SOUND OF ARNIE'S VOICE. HE BROUGHT ME OUT OF IT, SOMEHOW... PULLED ME BACK INTO MY OWN BODY.

WELL, TRY NOT TO GET TOO WORKED UP ABOUT IT, MICHAEL. YOU JUST LET THE S.H.I.E.L.D. DOCTORS TAKE CARE OF YOU. WE'LL GET TO THE BOTTOM OF THIS. *BELIEVE* ME.

Y'KNOW... ARNIE TOLD ME ALL ABOUT YOU, CAP. HOW YOU TWO WERE BEST OF FRIENDS WHEN YOU WERE KIDS. WHAT A GOOD PERSON YOU ARE.

I'M GLAD TO SEE THAT HE WASN'T EXAGGERATING.

THANK YOU, MICHAEL. YOUR ROOMMATE IS ONE HECK OF A GOOD GUY, TOO. NOW RELAX AND DON'T WORRY, OKAY?

HEY... UH... CAP?

YES, ARNIE?

YOU'RE THE GREATEST, OLD BUDDY.

THE GREAT-EST.

4

LATER. FOR FREELANCE ARTIST **STEVE ROGERS**, LIFE'S GREATEST PLEASURES ARE THE **SMALL** PLEASURES DENIED HIS STAR-SPANGLED ALTER-EGO--LIKE THIS LEISURELY RETURN FROM GROCERY-SHOPPING WITH HIS LADY, **BERNIE ROSENTHAL**, AND HIS LANDLORD, **ANNA KAPPELBAUM**...

ANNA--YOU'VE HAD THAT SLY GRIN ON YOUR FACE ALL AFTERNOON! IT MUST **HURT** BY NOW!

BERNIE'S RIGHT, ANNA! IF YOU KEEP IT UP--YOU MIGHT SPLIT YOUR FACE CLEAN IN HALF!

CAN I HELP IT IF I FEEL **MARVELOUS!** I'VE BEEN WAITING FOR YOU TWO TO FINALLY REALIZE HOW MUCH YOU MEAN TO ONE ANOTHER --AND NOW THAT IT'S HAPPENED--WELL, I'M SO HAPPY, I COULD **SING!**

OH REALLY? DO YOU KNOW "PENNIES FROM HEAVEN?"

DON'T ENCOURAGE HER, STEVE! I'VE **HEARD** HER VOICE--IT'S A CROSS BETWEEN TINY TIM AND A DYING COYOTE!

GO AHEAD--JOKE! BUT WHEN IT COMES TIME TO INVITE ME TO THE WEDDING, DON'T BE SURPRISED IF--

--IF--

OH MY GOD!

THE BAG OF GROCERIES TUMBLES FROM ANNA'S SLENDER ARMS--THE COLOR BLANCHES FROM HER FACE--THE SPARKLE DIES IN HER EYES.

FOR THERE, SLOPPILY SPRAY-PAINTED ON THE DOOR OF COMMUNITY TEMPLE **BETH-OHR**, IS ONE SYMBOL THAT HAS HAUNTED HER DREAMS DOWN THROUGH THE YEARS--THAT TURNS TODAY'S CONFIDENT WOMAN INTO A TERRIFIED CHILD OF YESTERDAY.

A NAZI SWASTIKA!

WHO IN HEAVEN COULD HAVE DONE SUCH A THING!?

IF **YOU** HAD LIVED, AS I, THROUGH **DIEBENWALD**, STEVEN--YOU WOULD NOT HAVE TO ASK!

S

RABBI KESSLER! OH, RABBI-- WHEN DID THIS HAPPEN?

LAST NIGHT, ANNA! VANDALS BROKE IN... ASSAULTED THE CARETAKER -- AND SPREAD THEIR POISON!

MOST OF THEIR WORK WAS PURE MALICIOUSNESS -- TOPPLING PEWS, SMASHING WINDOWS... BUT I'M AFRAID THEY ALSO STOLE OUR *TORAH*...

TORAH?

A HANDWRITTEN SCROLL CONTAINING ALL OUR HOLY BOOKS. BUT TAKING IT IS SO POINTLESS -- SO CRUEL!

ALL OF THESE NAZI ANIMALS ARE CRUEL, BERNIE!

ANNA -- THIS IS A RANDOM INCIDENT! AND I DOUBT IF 'NAZI ANIMALS' HAD ANY-THING TO DO WITH IT! MOST LIKELY, IT WAS A GANG OF STUPID, DESTRUCTIVE KIDS WITH TIME ON THEIR HANDS AND NO BRAINS IN THEIR HEADS!

I'M AFRAID I MUST DISAGREE WITH YOU, MY FRIEND. THESE INCIDENTS ARE *FAR* FROM RANDOM! THEY'VE BEEN ON THE UPSWING IN AMERICA... DESECRATION OF TEMPLES AND JEWISH CEMETERIES... A RESURGENCE OF ANTI-SEMITIC GROUPS...

GEVALT! LOOK AT THIS PLACE! JUST *LOOK!*

EVEN IF IT WAS JUST A GANG OF KIDS, STEVE -- DOESN'T THE FACT THAT THIS WAS THEIR IDEA OF 'FUN' SAY SOMETHING ABOUT WHAT'S BEEN GOING ON?

EXACTLY! AND I'LL BET ALL THE PUBLICITY THAT NAZI RALLY OUT ON LONG ISLAND HAS GOTTEN HELPED *INSPIRE* THIS!

ACH! THEY SHOULD LOCK THOSE MONSTERS UP AND THROW AWAY THE KEY!

6

I AGREE THAT THESE NEO-NAZIS ARE A VILE BREED -- BUT, IF WE DENY THEM THEIR RIGHTS, WHERE DO WE DRAW THE LINE? WHO DECIDES WHICH BELIEFS ARE ACCEPTABLE AND WHICH AREN'T?

A FREE SOCIETY HAS TO ALLOW *ALL* IDEAS -- BOTH NOBLE AND /GNOBLE -- FREEDOM OF EXPRESSION!

RIGHT! AND WE'RE GOING TO EXPRESS OURSELVES RIGHT *BACK* AT 'EM!

THAT'S WHY THERE'S GOING TO BE A COUNTER-RALLY *AGAINST* THE NAZI GROUP, STEVE! EVERY-ONE FROM OUR BUILDING IS GOING!

I'VE BEEN MEANING TO TELL YOU ABOUT IT, BUT--

--WE'VE BEEN TOO BUSY FLOATING ON AIR, RIGHT?

I'D LIKE TO GO, BERNIE -- BUT I'VE GOT A LOT OF IM-PORTANT BUSINESS TO TAKE CARE OF THE NEXT FEW DAYS!

WELL, YOU *DO* HAVE FREEDOM OF CHOICE IN THE MATTER...

INTERLUDE NUMBER ONE:

HE SITS IN THE SHADOWS, STARING AT THE FADED FAMILY PORTRAIT, MEMORIES OF INNOCENCE PLAY-ING ACROSS HIS MIND.

HE SITS IN THE SHADOWS, FEELING THE HATE SEETHING IN HIS GUT, BUBBLING UP, FORCING WORDS FROM HIS LIPS.

HE SITS IN THE SHADOWS -- AND SPEAKS IN A SOFT, HIDEOUSLY *CERTAIN* VOICE...

CAPTAIN AMERICA... MUST... *DIE!*

INTERLUDE ENDS.

INTERLUDE TWO: YESTERDAY'S SHADOWS DOG EVERYONE -- AND, SWIRLING WITHIN THOSE SHADOWS ARE VISIONS OF LOVES LOST, HORRORS ENDURED, JOYS EXPERIENCED. SOME SHUN THOSE YESTERDAYS... SOME PINE FOR THEM. AND SOME TRY DESPERATELY TO **RECREATE** THEM.

(c)

JUST AS THE BLACKS MUST BE SENT TO AFRICA-- THE JEWS *MUST* BE SENT TO ISRAEL! IS THERE ANY OTHER SANE PATH?

WE *MUST* SEPARATE THE RACES! WE *MUST* IMPROVE THE WHITE MAN'S LOT!

WE'VE CARRIED THE WEIGHT OF ZIONIST LIES LONG ENOUGH! HOW MANY MORE FABLES ABOUT AN IMAGINED HOLOCAUST MUST WE LISTEN TO?

THERE WAS NO HOLOCAUST!

WE KNOW THAT, IF THERE WAS DEATH IN THE GERMAN WORK CAMPS-- IT WAS BECAUSE OF DISEASE! IF THERE WERE CREMATORIUMS--IT WAS TO STOP THE **SPREAD** OF THE DISEASE BY BURNING THE BODIES OF THE DEAD!

IT IS TIME WE MADE THE WORLD *AWARE* OF THIS TRUTH!

IT IS *TIME!*

IT IS *TIME!*

AND, SOMEWHERE IN THE BLACK HEART OF YESTERDAY'S SHADOW -- WHERE EVIL DRIFTS, UNDYING... THERE IS LAUGHTER.

INTERLUDE TWO ENDS. 8

INTERLUDE THREE:

VE EYE

CHANNEL 2 NEWS

THEY FLOCK TO THIS SMALL BAPTIST CHURCH IN THE CENTER OF HARLEM FROM EVERY NEWSPAPER AND TELEVISION STATION IN THE CITY. CAMERAS WHIR AND CLICK, REPORTER'S PENS DANCE THROUGH BENT NOTEBOOKS...

... AS SAMUEL WILSON--KNOWN MORE POPULARLY AS CAPTAIN AMERICA'S EX-PARTNER **THE FALCON**-- TAKES A TREMBLING STEP INTO A NEW LIFE...

...AND SO, I AM DECLARING MYSELF A CANDIDATE FOR CONGRESSMAN MARTIN ALVIS'S SEAT IN THE HOUSE OF REPRESENTATIVES.

HE'D BE LESS NERVOUS IF HE WERE FACING A ROOM FULL OF **SUPER-VILLAINS.** THEN, AT LEAST, HE'D BE ON FAMILIAR GROUND.

BUT HIS SISTER **SARAH** IS THERE BESIDE HIM-- AS IS HIS CAMPAIGN MANAGER **CAROL DAVIS.** AND THIS **IS** SOMETHING HE WANTS TO DO WITH ALL HIS HEART. SO, HE FORGETS HIS NERVES-- AND PLUNGES AHEAD.

I THINK IT WOULD BE SIMPLER IF I JUST OPENED THE FLOOR TO QUESTIONS. MR. WILLIAMS OF THE *DAILY BUGLE*?

YES. YOU'VE SAID VERY LITTLE ABOUT YOUR DUAL LIFE AS THE FALCON, MR. WILSON.

NOT MUCH TO SAY. I WAS NEVER WHAT YOU'D CALL A BIG FISH IN THE SUPER HERO POND AND I FEEL I COULD HELP MY PEOPLE MORE DIRECTLY, MORE CONSTRUCTIVELY, BY SPEAKING FOR THEM IN WASHINGTON.

9

I SEE. BUT DO YOU REALLY BELIEVE THAT THE PEOPLE ARE GOING TO ELECT A FORMER *CRIMINAL*?

CRIMINAL?!

YOU ***WERE*** THE FOCAL POINT OF A HIGHLY PUBLICIZED TRIAL A FEW YEARS AGO,* WEREN'T YOU... ***SNAP?***

NOW YOU LISTEN HERE, MISTER--THAT TRIAL IS PUBLIC RECORD. I WAS CLEARED OF ALL CHARGES BY A FEDERAL COURT!

CAPT. AMERICA #191.

THE PAST IS ***DEAD***, MAN--DEAD AND BURIED! MOST FOLKS AROUND HERE DON'T EVEN KNOW I'M ***THAT*** SAM WILSON! ALL THEY KNOW IS THAT I CARE ABOUT THEM!

ALL THEY KNOW IS--

UH...I THINK THAT'S ALL WE HAVE TIME FOR, GENTLEMEN. WE'VE GOT SOME REFRESHMENTS IN THE REAR IF YOU'RE INTERESTED.

MOST OF THE REPORTERS GO FOR THE DONUTS AND COFFEE.

MOST.

WHAT'S EATING YOU, WILLIAMS? YOU CAME DOWN A LITTLE ***HARD*** ON HIM, DIDN'T YOU?

TOO ***EASY***, IF YOU ASK ME.

I DON'T BUY THAT 'PAST IS DEAD' RAP FROM NAZI WAR CRIMINALS--AND I'M NOT BUYING IT FROM "UPSTANDING CITIZEN" SAM WILSON!

HE WAS ***SLIME*** BACK THEN--AND HE'S SLIME NOW! AND ONE WAY OR ANOTHER, PARKER--

--I'M GONNA NAIL THAT SUCKER'S BUTT TO THE ***WALL!***

INTERLUDE THREE ENDS. 10

MIDTOWN MANHATTAN, LATER THAT WEEK...

BETWEEN AVENGERS MEETINGS AND THE S.H.I.E.L.D. INVESTIGATION, I ALMOST FORGOT ABOUT THESE PRELIMINARY SKETCHES I HAVE TO DROP OFF AT BENNETT ADVERTISING!

BENNETT ADVERTISING

AND, CONSIDERING THE IMPOVERISHED STATE OF MY BANK ACCOUNT, I CAN'T AFFORD TO LET THIS JOB SLIP AWAY!

GOOD AFTERNOON, MR. BENNETT! I HOPE YOU'RE FEELING--

STUFF IT, ROGERS! YOU'RE TWO DAYS LATE WITH THESE! I MAY HAVE BEEN IMPRESSED WITH YOUR SAMPLES --BUT YOUR PROFESSIONALISM LEAVES A LOT TO BE DESIRED!

HEY! THESE ARE GOOD! *VERY* GOOD! LEARN HOW TO MEET A PROPER DEADLINE, ROGERS, AND WE *MIGHT* JUST HAVE A PLACE FOR YOU HERE AT--

MR. BENNETT? ARTHUR GROSSMAN JUST CALLED. HE'S ON HIS WAY OVER TO DISCUSS OUR HANDLING OF HIS ACCOUNT.

GROSSMAN?

YOU CALL THAT OLD JEW BACK AND TELL HIM HE'LL COME OVER WHEN *I* WANT HIM TO COME--

--OVER? ROGERS!

R I P

GOOD HEAVENS, MAN --WHAT ARE YOU DOING?!

I KEEP THINKING WE RID THE WORLD OF PEOPLE LIKE YOU FORTY YEARS AGO, BENNETT! BUT YOU JUST SHOWED ME I WAS *WRONG!*

"*WE?*" MUTTERS BENNETT. "FUNNY... HE DOESN'T *LOOK* JEWISH!"

SATURDAY AFTERNOON. ROBERT MOSES STATE PARK. LONG ISLAND.

AT THE MOMENT, THE POLICE AND THE MEDIA OUTNUMBER THE ANTI-NAZI PROTESTERS THAT HAVE BEGUN TO ASSEMBLE HERE.

REMEMBER the 6,000,000

NAZI SLIME

BUT THE POLICE HAVE OFTEN SEEN SUCH DECEPTIVELY CALM PROCEEDINGS TURN QUICKLY INTO BLOODBATHS. AS FOR THE MEDIA...

...THEY'RE NOT BEYOND HOPING THAT IT WILL.

SO TELL ME, STEVEN--WHAT MADE YOU CHANGE YOUR MIND ABOUT JOINING US?

I JUST REALIZED THAT IT...PAYS SOMETIMES TO REMIND PEOPLE OF YESTERDAY'S FOLLIES--BEFORE THEY BECOME TODAY'S REALITIES.

I KNEW I COULD COUNT ON YOU, STEVE!

A MAN WITH YOUR IDEALS AND OLD-FASHIONED VALUES JUST COULDN'T TURN AWAY FROM SOMETHING AS--

ALRIGHT, SHWEETHEART--JUST HOLD IT RIGHT THERE!

WHO IN THE WORLD?!

SAMMY!

YOU WERE EXPECTING YASSAR ARAFAT?

HOW YA DOING, GORGEOUS? I SEE YOUR EYES STILL SPARKLE AS MUCH AS EVER!

12

ANNA... STEVE... JOSH... MIKE -- I'D LIKE YOU TO MEET THE MAN FROM THE "JEWISH PROTECTION ORGANIZATION" WHO *PLANNED* THIS PROTEST--

--SAMMY BERNSTEIN!

A PLEASURE, FOLKS. I HOPE YOU DON'T MIND IF I BORROW BERNIE A MINUTE.

IT'S BEEN TOO LONG SINCE I SPENT SOME TIME ALONE WITH MY EX-WIFE!

HIS--

--EX--

--WIFE?!

=ULP=

STEVE? YOU WANNA TAKE A WALK? GET A SODA OR SOMETHING?

NO, JOSH, BUT THANKS.

HIS EX-WIFE?!?

AS STEVE ROGERS PONDERS THAT MIND-NUMBING BIT OF NEWS, A MUTED BUZZ BEGINS TO WAFT THROUGH THE CROWD. ALL EYES LOCK ONTO THE STAGE...

... WHERE THE PURVEYORS OF A CHILLINGLY BANAL EVIL -- HAVE MADE THEIR GRAND ENTRANCE!

FOR MOST, THE REACTION IS HOT RAGE...

13

... FROM OTHERS, COOL BEWILDERMENT.

WHY... THERE ARE ONLY A HANDFUL OF THEM! IF THERE HAD BEEN NO COUNTER-RALLY, THE NEWS MEDIA PROBABLY WOULD HAVE IGNORED THEM! WE'RE *HANDING* THESE FOOLS FREE PUBLICITY!

JEEZ! IT'S LIKE USING A HERD OF ELEPHANTS TO STOMP A FEW FLEAS!

THOSE ... "FLEAS," MY FRIEND, ARE CARRIERS OF A PLANET-WIDE DISEASE THAT -- GIVEN TIME --

--WILL INFECT US ALL! A DISEASE THAT MUST BE *ELIMINATED!*

THOSE ARE FAIRLY VIOLENT SENTIMENTS.

NO MORE VIOLENT THAN THE MONSTROUS SENTIMENTS *HE* ESPOUSES!

THIS NATION IS CALLED THE LAND OF THE FREE! BUT DOES THAT MEAN WE SHOULD GRANT FREEDOM TO EVERY WORM THAT CRAWLS UP OUT OF THE GROUND?

DOES THAT MEAN THAT THE BLACKS -- WITH THEIR DELUSIONS OF EQUALITY -- AND THE JEWS -- WITH THEIR MYTH OF THE SIX MILLION HOLOCAUST VICTIMS --

NAZI PIG

-- SHOULD BE ALLOWED TO WALK BESIDE US ON THE STREET? TO TEACH OUR CHILDREN? CONTROL WHAT WE READ IN THE NEWSPAPERS AND SEE ON TELEVISION?

I SAY *NO!* IT'S TIME THE SUPERIOR WHITE RACE PRAYED FOR SALVATION! SECURE IN THE KNOWLEDGE THAT GOD DOES NOT HEAR THE PRAYERS OF A --

--JEWOWW!

KLUNK

WHAT IN--?! ARE THEY CRAZY, THROWING THINGS LIKE THAT? BERNIE-- YOU SAID THIS WAS GOING TO BE A *PEACEFUL* DEMONSTRATION!

IT WAS *SUPPOSED* TO BE, STEVE!

"WELL, FROM THE LOOK OF THINGS--IT'S NOT GOING TO STAY THAT WAY!

"YOUR... FRIEND, SAMMY, IS DOING A MASTERFUL JOB OF WHIPPING HIS GROUP INTO A FRENZY!

"LOOK!

"THEY'VE BROKEN THROUGH THE POLICE BARRICADES--THEY'RE OUT FOR BLOOD!"

YOU'RE GONNA GET WHAT YOU DESERVE, SLIME!

TRY IT, JEW-BOY!

I'VE HAD MY FILL OF GUYS LIKE YOU! ALL MY LIFE YOU'VE PUSHED ME AROUND! BEAT ME OUT OF JOBS! TREATED ME LIKE DIRT! *BUT NO MORE!*

15

MEANWHILE, MANY MILES AWAY...

INTERESTING. THIS INSECURE, SELF-STYLED FUHRER MAY PROVE USEFUL TO US!

BUT THAT IS NOT OUR MAJOR CONCERN, EH? IT IS THAT FLAG-BEDRAPED *KILLER* WE MUST SEE TO!

NO DOUBT HE WILL SOON PUT ON THAT ACCURSED COSTUME AND ATTEMPT TO STOP THE RIOT!

NO DOUBT. BUT, WHILE HE DOES THAT--

-- WE WILL BE STARTING A RIOT OF OUR OWN!

A BUTTON IS PUSHED...

...AND SOMETHING -- **STIRS** AT S.H.I.E.L.D.'S MANHATTAN HEADQUARTERS.

SOMETHING THAT QUIVERS ... UNDULATES...

...GROWS...

16

... EXPLODES!

WHAT IN HOLY HEAVEN--?! IT'S THAT MASS OF MUCK!

IT'S SOME-HOW... RE-FORMED ITSELF!

TRASH!

IT'S ALIVE!

...OH, MASTERSS! I HEAR YOU CALLING TO ME! I KNEW YOU WOULD NOT ABANDON VERMIN!

THERE IS SSSO MUCH MORE I CAN DO FOR YOU--

--SSO MANY MORE I CAN KILL, IF YOU'D ONLY SSET ME--

SMASH

--FREE!

17

WHAT'S THAT, MASSTERSS? YESS, I HEAR YOU! WE WILL LET NO ONE--NOTHING STAND IN OUR WAY!

WE WILL TEAR DOWN THIS ENTIRE BUILDING -- CRUSH EVERYONE WITHIN IT --

--IN ORDER TO BRING YOU THE ONESS YOU SSSO DES-PERATELY WANT!

THEY'RE HEADED FOR THE MEDICAL FACILITIES! WE'VE GOTTA STOP 'EM!

STOP 'EM?! *HOW?!* THIS THING'S A FREAKIN' MURDER MACHINE!

SOUNDS LIKE THERE'S SOMETHIN' WILD GOING ON OUT THERE IN THE HALL! I HOPE IT'S NOT TROUBLE!

NEVER HAPPY UNLESS YOU'RE WORRYING, ARE YOU, ARNIE? I'M SURE THEY'RE JUST RUNNING SOME KIND OF A --

THOOM

--DRILL...?

18

LONG ISLAND.

C'MON, ANNA -- LET'S GET GOING BEFORE THIS GETS EVEN HAIRIER!

BLAST, I SHOULD'VE *KNOWN* THIS WOULD END UP LIKE THOSE DEMONSTRATIONS BERNIE TOOK ME TO BACK IN COLLEGE!

HEY -- HOLD ON A MINUTE, MIKE! I'VE LOST SIGHT OF BERNIE AND--

-- *STEVE!* STEVE -- WHERE ARE YOU?!

OH, NO -- THE CROWD SWEPT US APART! PLEASE, GOD, I HOPE HE'S NOT HURT!

HURT, HE'S NOT.

ANGRY, HE IS!

I HATED TO DUCK OUT ON BERNIE LIKE THAT -- BUT I'VE GOT TO DO SOMETHING TO PUT AN END TO THIS SENSELESS VIOLENCE!

DOESN'T IT *EVER* STOP? MUST MEN ALWAYS FIND THEMSELVES AT ONE ANOTHER'S THROATS LIKE THIS, REPEATING HISTORY'S TRAGIC ERRORS?

WELL, MAYBE I CAN'T CHANGE HUMAN NATURE -- BUT I CAN CERTAINLY CHANGE ***THIS!***

ALL OF YOU, LISTEN TO ME! THIS CAN'T GO ON!

HIS SHOUTS ARE LOST IN THE TUMULT -- BUT WHAT NEED ARE WORDS TO A LIVING LEGEND WHOSE VERY PRESENCE CAN FREEZE MEN IN THEIR TRACKS?

19

LIKE A RED SEA OF FLESH BEFORE A MODERN DAY MOSES, THE CROWD GROWS STILL, AND PARTS!

DIDN'T YOU HEAR ME? I SAID--

--ENOUGH!

CAPTAIN AMERICA!

THE TWO LEADERS BACK AWAY FROM THIS TOWERING FIGURE, AND WATCH -- SILENT, AWESTRUCK -- AS HE THROWS BACK HIS SHOULDERS, CLEARS HIS THROAT, AND BEGINS TO SPEAK...

ALL MY LIFE I'VE HAD A HABIT OF MAKING SPEECHES. SOME PEOPLE HAVE CRITICIZED ME FOR IT. THEY MAY BE *RIGHT*. BECAUSE I CANNOT EXPRESS WITH WORDS THE HORROR I FEEL AT SEEING WHAT YOU'VE DONE HERE TODAY!

DON'T YOU *REALIZE* THAT, IN YOUR ATTACK, YOU'VE ATTACKED YOUR *OWN* FREEDOM AS WELL?

THE FREEDOM THAT GUARANTEES *ALL* IDEAS -- BOTH NOBLE AND *IG*NOBLE -- THE EXPRESSION THAT IS IMPERATIVE IF OUR SOCIETY IS TO SURVIVE!

WHAT HE'S SAYING SOUNDS SO ... FAMILIAR ...

20

YOU!

CAN'T YOU SEE THAT-- IN STOOPING TO YOUR ENEMY'S LEVEL--YOU'RE BEING MADE OVER IN HIS IMAGE --

--THAT YOU'RE *BECOMING* THE VERY THING YOU LOATHE?

AND *YOU!*

IN YOUR FEAR AND IGNORANCE YOU DENY REALITY! REWRITE HISTORY!

I WISH I COULD TAKE YOU BACK WITH ME TO THE DAY WE LIBERATED DIEBENWALD --LET YOU SMELL THE STOMACH-TURNING STENCH OF DEATH--

-- LET YOU SEE THE MOUNTAINS OF CORPSES LEFT BEHIND BY THE CORRUPT MADMEN AND MURDERERS YOU IDOLIZE!

TH-THAT VOICE! IT CAN'T BE!

YOU TWO AREN'T INTERESTED IN THE TRUTH-- *ARE* YOU?

LIAR!

SELF-RIGHTEOUS SCUM!

21

YOU'RE ONLY INTERESTED IN YOUR OWN SELF-CONSUMING *HATE!*

HE-HE JUMPED BACK SO QUICKLY-- WE'RE GONNA FALL!

TWO OF A KIND.

ONE DOOR SLAMS SHUT.

ANOTHER OPENS...

OH...

...MY...

...DEAR...

...GOD!

STEVE ROGERS IS... CAPTAIN AMERICA!!

TO BE CONTINUED

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CAPTAIN AMERICA

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ZECK/BEATTY

Stan Lee PRESENTS: | J. M. DeMATTEIS SCRIPTER | MIKE ZECK PENCILER | JOHN BEATTY INKER | JOHN MORELLI LETTERER | BOB SHAREN COLORIST | MARK GRUENWALD EDITOR | JIM SHOOTER EDITOR-IN-CHIEF

HIS NAME IS **CAPTAIN AMERICA**

AND, ALTHOUGH HE DOESN'T KNOW IT, HIS LIFE IS ABOUT TO REACH A CRITICAL...

TURNING POINT!

YOU AND YOUR MEN DID A GOOD JOB WITH THOSE RIOTERS, SERGEANT! YOU KEPT YOUR HEADS AND AVOIDED PUSHING THOSE J.P.O.* PEOPLE ANY FARTHER THAN YOU HAD TO!

HEY -- IF ANYONE SAVED THE DAY, IT WAS ***YOU***, CAP! THE WAY YOU TALKED TO THOSE GUYS -- MADE THEM SEE THAT TRYING TO STOMP ON THOSE NAZI NUTCASES WAS JUST A WASTE OF TIME!

COHEN

*JEWISH PROTECTION ORGANIZATION -- AND YES, IT ALL HAPPENED LAST ISSUE!

UH... BUT WE *DO* HAVE A LITTLE PROBLEM.

WHAT'S THAT?

THE TWO LEADERS --THAT J.P.O. GUY, ***BERNSTEIN***, AND THAT NAZI CRACK-POT WITH THE SHIFTY EYES-- MANAGED TO TAKE OFF WHILE MY MEN WERE MAKING ARRESTS!

SO--THAT STUPID JEW GOT AWAY, TOO! PROBABLY HIDING IN THE BUSHES SOMEWHERE! BUT NOT ME! NOT ***HARRY TODD!***

CAPTAIN AMERICA HUMILIATED ME IN FRONT OF MY FOLLOWERS, AND, BY GOD--

--HE'S GOING TO ***PAY*** FOR THAT!

CAPTAIN AMER--

SMAK

--ICAAA

NIIICE REFLEXES! YOU NAILED HIM SO FAST I HARDLY SAW IT! BUT DON'T WORRY--*I* DON'T CARRY A GUN!

BERNSTEIN. SO YOU CAME BACK.

I-I DON'T BELIEVE IT-- I *SAW* IT--BUT I DON'T *BELIEVE* IT!

I DIDN'T RUN, CAPTAIN. I JUST NEEDED... TIME TO THINK. YOU SHOWED ME AN UGLY ***SIDE*** OF MYSELF TODAY. I'VE BEEN SO BLINDED BY HATRED FOR TODD'S ILK-- THAT I'VE ALMOST BECOME A ***BROTHER*** TO THEM!

I WON'T LET THAT HATRED CONSUME ME AGAIN, CAPTAIN. I...PROMISE YOU THAT.

YEAH, YEAH. TELL IT TO THE JUDGE.

BERNIE...?

I'LL MEET YOU AT THE POLICE STATION, SAM. THERE'S SOMETHING IMPORTANT I HAVE TO TAKE CARE OF.

HER NAME IS BERNADETTE ROSENTHAL -- AND SHE'S SAM BERNSTEIN'S EX-WIFE.

SHE'S ALSO DEEPLY INVOLVED WITH FREELANCE ARTIST ***STEVE ROGERS***...

...WHO JUST HAPPENS TO BE THE MAN ***BEHIND*** CAPTAIN AMERICA'S MASK.

WHICH EXPLAINS THE SHIELD-SLINGER'S HESITANCY AS BERNIE EDGES TOWARD HIM.

C-CAPTAIN AMERICA?

YES, MISS -- WHAT CAN I --

SHE KNOWS!

INTERLUDE.

LISTEN UP, GENTLEMEN!

WE'VE BEEN WRACKING OUR BRAINS ABOUT THIS NEW CAMPAIGN--

THE COALITION FOR AN UPSTANDING AMERICA

--TRYING TO HIT ON THAT NEBULOUS SOMETHING THAT WILL TOUCH THE AMERICAN PSYCHE IN ALL THE RIGHT PLACES!

WELL, I THINK I'VE GOT ONE!

GOT WHAT, McARTHUR?

A SPOKESMAN WHOSE VERY PRESENCE ON OUR BILLBOARDS AND T.V. SPOTS WILL ASSURE PEOPLE THAT THE COALITION IS MORE THAN SOME COLLECTION OF UPTIGHT KOOKS AND RELIGIOUS FANATICS!

GENTLEMEN, I GIVE YOU--

--CAPTAIN AMERICA!

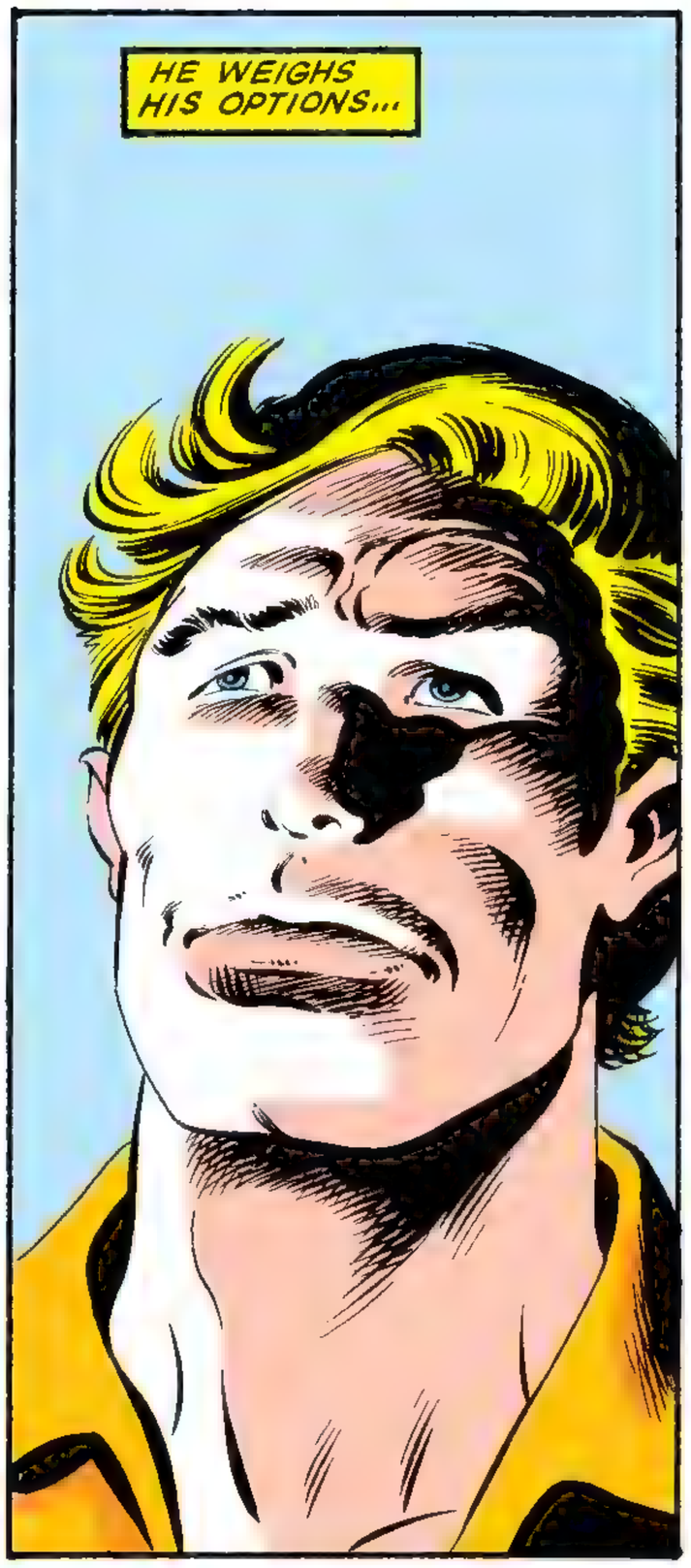
AMERICA AS IT ONCE WAS...

AMERICA AS IT COULD BE AGAIN

INTERLUDE ENDS. 4

HE WANDERS ALONE THROUGH THE STREETS OF BROOKLYN HEIGHTS, CONFUSED, HEARTSICK--AND MORE THAN A LITTLE AFRAID.

TO WALK IN THAT DOOR--TO WALK UP THOSE STAIRS--WOULD MEAN A CONFRONTATION HE JUST ISN'T CERTAIN HE COULD BEAR.


HE WEIGHS HIS OPTIONS...

...AND CHOOSES RETREAT.

STEVE--WAIT! WAIT!

I-I CAN'T BELIEVE YOU WERE GOING TO WALK AWAY LIKE THAT!

TO TELL THE TRUTH, BERNIE -- I CAN'T BELIEVE IT EITHER!

I GUESS... I WAS SCARED.

YOU WERE SCARED? STEVE! YOU'RE... WHO YOU ARE! WHAT HAVE YOU GOT TO BE SCARED OF? NOW ME--

--I'M SHAKING IN MY LITTLE FRYE BOOTS!

BUT-- WHY?

MY GOD, STEVE! IT ISN'T EASY REALIZING THAT YOUR BOYFRIEND IS A FLESH AND BLOOD LEGEND!

NO, I SUPPOSE IT ISN'T. DON'T WORRY, BERNIE. I CAN UNDERSTAND WHY YOU'D WANT TO END OUR RELATIONSHIP NOW. I THINK--

WHAT ARE YOU TALKING ABOUT? MY MIND MAY BE BOGGLED TO THE NTH DEGREE--BUT YOU'RE STILL STEVE ROGERS... STILL THE MAN I LOVE! WHY IN THE WORLD WOULD I WANT TO END WHAT WE HAVE?

MY LOVE FOR YOU IS TOO SPECIAL, STEVE. MAYBE NOW--IT'S MORE SPECIAL THAN EVER!

UNLESS, OF COURSE--YOU FEEL YOU CAN'T TRUST ME WITH YOUR... SECRET.

OF COURSE I TRUST YOU, BERNIE! BUT I THOUGHT...I MEAN... WHAT ABOUT SAMMY, YOUR EX-HUSBAND?

THAT'S JUST WHAT HE IS, STEVE. EX. WE'RE GOOD FRIENDS--AND THAT'S ALL!

DATING SERVICE

CALL 555-0859

6

THEN WHY DIDN'T YOU EVER *TELL* ME ABOUT HIM?

MY MARRIAGE WAS A VERY PAINFUL TIME IN MY LIFE, STEVE. I JUST WASN'T... READY. I --

HER VOICE TRAILS OFF AS THEIR EYES LOCK. SHE PULLS HIM CLOSE.

BUT, THEN...

STEVE ROGERS!

RUNCITER? WHAT IS IT? WHAT'S WRONG?

I'M SORRY TO INTERRUPT, STEVE, BUT WE'VE GOT TROUBLE AT... THE SHOP. THE BOSS NEEDS TO SEE YOU --*FAST*!

BUT, I--

IT'S ALL RIGHT, STEVE. YOU GO AHEAD!

ARE YOU SURE, BERNIE?

YOU BET!

THEN LET'S MOVE!

SOON, AT S.H.I.E.L.D. HEADQUARTERS...

"NOT A PRETTY SIGHT, IS IT? THAT THING JUST PLOWED THROUGH OUR GUYS AND SNATCHED YOUR TWO PALS AWAY WITHOUT WORKING UP A SWEAT!"

AND HE TOOK THAT CRUMB *VERMIN* WITH 'IM!

FURY, I ENTRUSTED S.H.I.E.L.D. WITH ARNIE AND MICHAEL'S SAFETY--

--HOW COULD YOU LET THIS HAPPEN?! *HOW*?!

HEY, CAP-- C'MON. COOL OFF! WE'VE GOT FIFTEEN AGENTS LAID UP IN THE HOSPITAL NOW, AN--

I DON'T CARE ABOUT YOUR AGENTS!

AND KEEP YOUR STINKING HANDS OFF ME, FURY -- BEFORE I FORGET YOU'RE--

--YOU'RE--

LISTEN, NICK. I APOLOGIZE. BUT YOU'VE GOT TO UNDERSTAND: ARNIE ROTH WAS THE CLOSEST FRIEND I EVER HAD. IF HE AND HIS ROOMMATE ARE IN TROUBLE NOW, IT'S BECAUSE ARNIE KNOWS--

8

--THAT STEVE ROGERS IS CAPTAIN AMERICA!

UH... LOOK, CAP--THIS SHOWED UP HERE FOR YOU TODAY. I THINK YOU MIGHT FIND IT... INTERESTING.

I SINCERELY DOUBT IT, DUGAN.

QUIT SULKIN' AN' TAKE A LOOK AT IT, WINGHEAD!

IF IT'S ABOUT ANOTHER PRESI-DENTIAL COM-MENDATION, NICK --I'M REALLY NOT--

--INTERESTED...

YOU ARE CORDIAL INVITED TO SAVE THE LIFE OF

ARNOLD ROTH

WHO?!

THAT'S WHAT WE AIM TO FIND OUT, CAP! WE CAN WIRE YOU UP WITH AN INDETECTABLE "BUG"--AN THEN, WHEN YOU MAKE CONTACT WITH THIS CREEP, WE--

"WE" DO NOTHING, FURY. THIS IS A *PERSONAL* MATTER--AND I'LL HANDLE IT ALONE, UNDERSTAND?

ALONE.

9

RUNCITER-- YOU'VE BEEN BUGGING ME ABOUT GETTING OUT OF THE LABS AND BACK INTO THE FIELD--SO HERE'S YOUR CHANCE! I WANT HIM TAILED!

BUT COLONEL-- CAP SAID THAT--

I HEARD WHAT HE SAID, NOW THIS IS WHAT I'M SAYING--

--TAIL HIM OR YOU'RE OUT OF A JOB!

THE SOUTH BRONX. 10:46 P.M.

THIS IS NOT THE BEST FRAME OF MIND TO BE IN BEFORE EMBARKING ON A CASE!

EVERY SHADOW SEEMS UNFRIENDLY ...EVERY CITY LIGHT LOOKS LIKE IT'S MOCKING ME!

WHAT THE DEVIL IS *WRONG* WITH ME?!

I'VE SAVED THE WORLD A DOZEN TIMES OVER --AND ALWAYS KEPT MY HEAD. SO WHY DO I FEEL SO OUT OF CONTROL *TONIGHT*?

WHO AM I KIDDING? I KNOW WHY! SAVING THE WORLD IS ONE THING--

--BUT THIS IS ONE MAN'S LIFE ON THE LINE!

ONE SOLITARY MAN WHO MEANS A LOT TO ME! WHO--

HE HEARS THE DISTANT TREAD OF FEET ON THE STAIRS AND FREEZES, STOCK STILL. RAZOR-SHARP SENSES COME ALERT AS THE ROOF DOOR SWINGS OPEN WITH AN OMINOUS...

KREEEK

RIGHT ON TIME.

10

HE'S GESTURING FOR ME TO FOLLOW--WHICH MEANS I HAVEN'T BEEN SET UP FOR AN AMBUSH--

--YET.

HMMM. DESPITE HIS BULK, HE MOVES LIKE A GYMNAST--AND FAST, TOO!

WELL THEN, LEAD ON, BIG FELLA--

--I'LL BE RIGHT BEHIND YOU ALL THE WAY!

AND, FIFTEEN MINUTES OF ROOF-WENDING LATER...

NOW *THAT* IS A FAIRLY IMPRESSIVE-LOOKING CRAFT. BUT THERE'S NOTHING PARTICULARLY FAMILIAR-LOOKING ABOUT THE DESIGN. I COULD BE UP AGAINST ANYONE FROM *HYDRA* TO GEORGE LUCAS!

HE'S HEADING INSIDE NOW --MAYBE I'LL BE ABLE TO--

GOOD LORD! HE'S--NOT EVEN *HUMAN*! BUT WHAT *IS* HE? DEFINITELY NOT A ROBOT. AN ANDROID MAYBE?

BUT THAT SKIN--IF IT *IS* SKIN--LOOKS AUTHENTIC! AND THOSE MUSCLES RIPPLING UNDERNEATH--! CURIOUSER AND CURIOUSER!

WELL, DON'T DAWDLE ON MY ACCOUNT, BIG FELLA--

-- TAKE ME TO YOUR LEADER... *WHOEVER* HE IS--

--BECAUSE I JUST CAN'T WAIT--

--TO GET MY *HANDS* ON HIM!

THERE THEY GO!

MAN, I DIDN'T LIKE THE LOOKS OF THAT THING!

FROM WHAT FURY TOLD ME, THAT'S MILD COMPARED TO SOME OF THE THINGS THAT'VE CRAWLED UP OUT OF *FILE 116*!

WELL, AT LEAST WE SHOT THAT "MINI-BUG" ONTO THE SHIP'S UNDERBELLY.

DON'T THROW A PARTY JUST YET, CORRIGAN--

"--ACCORDING TO MY MONITOR, THAT SHIP'S RADIATING A MAGNETIC FIELD THAT'S PLAYING *HAVOC* WITH OUR RECEPTION!"

THE SKIMMER SAILS SILENTLY, MAJESTICALLY THROUGH THE NIGHT SKY-- PILOT AND PASSENGER EXCHANGING NOTHING SAVE SUSPICIOUS GLANCES...

SOON, THEY PASS OVER THE AMERICAN SOUTHWEST-- THEN CROSS THE BORDER INTO MEXICO.

AND THEN...

WHAT IN THE NAME OF--!? IT'S A *CASTLE!*

AND A *MAGNIFICENT* ONE AT THAT!

AND IT SEEMS AN EERILY APPROPRIATE PLACE FOR SOME MODERN-DAY FRANKENSTEIN TO HIDE AWAY!

12

FRANKENSTEIN? HMMM... I'VE CERTAINLY FACED MY SHARE OF SELF-STYLED MAD SCIENTISTS IN MY DAY!

AND NOW THAT I THINK OF IT, THIS LITTLE CAPER HAS ALL THE EAR-MARKS OF--

KREEEEK

BLAZES! THAT DOOR JUST OPENED BY ITSELF! ON *RUSTY HINGES* NO LESS!

WHAT'S NEXT? THUNDER BOOMING IN THE DISTANCE? EERIE LAUGHTER ECHOING FROM THE UPPER FLOORS? BELA LUGOSI OR LON CHANEY SUDDENLY SCAMPERING OUT FROM THE--

--SHADOWS?

13

THESE... THINGS ARE LITERALLY GROWING OUT OF THE WALL!

IF I HADN'T BEEN COMPLETELY ON THE ALERT-- READY FOR ANYTHING, I'D--

WAIT A MINUTE! DID I SAY-- OUT OF THE WALL?

SHRAKKK!

OF COURSE!

I KNOW NOW--WITHOUT A DOUBT-- WHO MY "OLD FRIEND" IS!

HA-HA-HA

HE REALLY IS MILKING THE "HAUNTED CASTLE" CLICHÉS FOR ALL THEY'RE WORTH, ISN'T HE?

WELL, LET HIM LAUGH!

BOKK

BECAUSE AS SOON AS I'M DONE TAKING OUT THIS BUNCH OF MINDLESS MUTATES--

14

HA HA

I'M GOING TO RAM THAT LAUGHTER BACK DOWN HIS THROAT UNTIL HE CHOKES ON IT!

HA HA HA HA HA HA HA

SHRAK

ALL RIGHT, "OLD FRIEND"! I'M HERE--AND I'M ON TO YOU! NOW WHY DON'T YOU SHOW YOURSELF BEFORE--

THE LAUGHTER DIES...

THE LIGHT ERUPTS!

SUBJECT: ARNOLD ROTH

ARNIE! MY GOD... THAT'S ARNIE--

--TRUSSED UP LIKE SOME LABORATORY EXPERIMENT!

THEN...

PLEASE, CAPTAIN--CONTROL YOURSELF! DO NOT LET YOUR EMOTIONAL ATTACHMENTS BLIND YOU TO OTHER MATTERS OF IMPORT!

IT IS YOU!

15

OF COURSE! WHO *ELSE* COULD THE FOE BE, IF NOT THE WORLD'S MOST BRILLIANT GENETIC ENGINEER--

--ARNIM ZOLA!

AH, BUT THE STAR-SPANGLED FOOL SEEMS PERPLEXED BY *MY* PRESENCE, DEAR ARNIM!

THE UNIFORM IS NEW TO YOU, CAPTAIN--BUT THE NAME... NOW *THAT* SHOULD WRENCH A NERVE OF MEMORY! IT IS A NAME YOU HAVE BESMIRCHED FOR OVER *FORTY YEARS!*

THE NOBLE AND GLORIOUS NAME OF-- **ZEMO!**

WHY DO WE WASSSTE TIME TALKING, MASSTERSS? SSSIMPLY GIVE VERMIN THE ORDER, AND--

--CAPTAIN AMERICA WILL DIE!

TO BE CONTINUED!

Stan Lee PRESENTS: THE FALCON

J. M. DeMATTEIS SCRIPTER | MIKE ZECK PENCILER | JOHN BEATTY INKER | MIKE HIGGINS LETTERER | BOB SHAREN COLORIST

THE CAMPAIGN HEADQUARTERS IN THE HEART OF HARLEM HAS ONLY BEEN IN EXISTENCE FOR A MATTER OF DAYS. THE POSTERS BOLDLY PROCLAIMING SAM WILSON'S RUN FOR MARVIN ALVIS'S CONGRESSIONAL SEAT ARE STILL AS CRISP AND NEW AS A POLITICIAN'S HOPES.

CAMPAIGN HEADQUARTERS
SAM WILSON for CONGRESS
WILSON
WILSON WILSON WILSON WILSON WILSON WILSON WILLIE

WILSON FOR CONGRESS

WILSON
WILSON
WILSON WILSON WILSON WILSON

BUT IN POLITICS, AS IN LIFE...

PART 1

SNAPPING!

BLAST THAT NO-GOOD SCUM WILLIAMS!

...HOPES ARE ALL TOO EASILY SHATTERED!

I KNEW WHEN HE STARTED ASKIN' ALL THOSE INSINUATIN' QUESTIONS AT MY PRESS CONFERENCE* THAT HE'D BE OUT TO DO A HATCHET JOB ON ME!

DAILY BUGLE
SHADY PAST OF CONGRESS HOPEFUL
GOOD LUCK, JERRY!
ZABLO RETAINS TITLE OF CHAMP
HEAVYWEIGHT POKER PLAYER
SEE SPORTS
TODAY

THIS PIECE OF TRASH HE WROTE IN TODAY'S DAILY BUGLE IS AS CLOSE AS HE CAN COME TO ASSASSINATIN' ME WITHOUT A GUN!

*LAST ISSUE.

SARAH WILSON, SAM'S SISTER, HEARS THE SHEER BILE IN HER BROTHER'S VOICE--AND GASPS.

CAROL DAVIS-- SAM'S CAMPAIGN MANAGER-- HAS A MORE DIRECT RESPONSE...

NOW WILL YOU JUST COOL OUT A MINUTE, SAM?

COOL OUT?

THE ONLY WAY I'M GONNA COOL OUT, LADY-- IS IF I CAN CHANGE INTO MY FALCON GET-UP AN' DO SOME HIGH-FLYIN'!

I'LL SEE YOU TWO LATER!

MCC+

SAM! YOU SWORE AT YOUR PRESS CONFERENCE THAT THE FALCON WAS PERMANENTLY RETIRED! IF YOU WANT TO WIN THIS RACE, YOU'D BETTER KEEP THAT VOW OR--

DON'T YOU GO GIVIN' ME ORDERS, LADY!

FIRES OF MADNESS AND RAGE DANCE IN SAM WILSON'S EYES AND, FOR A MOMENT...

...CAROL DAVIS IS TRULY AFRAID.

SAM, HONEY--WHERE'D YOU--? HEY--SAM!

LATER, LEILA. LATER!

NOW WHAT WAS THAT ALL ABOUT?

I'LL TELL YOU WHAT IT WAS ABOUT, LEILA! YOUR BOYFRIEND JUST HAD A TEMPER TANTRUM!

HOW AM I GOING TO EXPLAIN THAT TO THE CHURCH GROUP HE'S SCHEDULED TO SPEAK TO TONIGHT?!

IT WAS... MORE THAN THAT, LEILA. SAM WAS READING THAT ARTICLE IN THE BUGLE-- THE ONE THAT DREDGED UP EVERYTHING ABOUT... HIS PAST... AND HE JUST--

HE JUST...

2

FOR A MOMENT THERE IT SEEMED LIKE--

--"SNAP" WAS BACK!

"SNAP"?!

WHAT ARE YOU TALKING ABOUT, SARAH? WHAT DO YOU MEAN?

"YOU MUST KNOW THE STORY, CAROL, IT WAS ALL IN THE PAPERS A FEW YEARS BACK. HOW THAT ANIMAL CALLED *THE RED SKULL* USED SAM... *THE FALCON*... AS A WEAPON AGAINST *CAPTAIN AMERICA.*

"THE SKULL CLAIMED THAT SAM... THAT *MY BROTHER*... WAS REALLY A SLEAZY, TWO-BIT RACKETEER NAMED 'SNAP' WILSON!--

"--THAT, AFTER HE SOMEHOW *SWITCHED BODIES* WITH CAPTAIN AMERICA, THE SKULL USED SOMETHING CALLED *THE COSMIC CUBE* TO MAKE 'SNAP'S' MIND OVER--CREATING AN ENTIRELY *NEW* PERSONALITY!

"THAT PERSONALITY-- DECENT, GOOD-HEARTED, IDEALISTIC--WAS SUPPOSEDLY MEANT TO *LURE* CAP TO SAM, DRAW THEM TOGETHER!

"AND THEY *WERE* DRAWN TOGETHER, BECOMING GREAT PARTNERS --AND GREAT FRIENDS! UNTIL THE SKULL AGAIN TOOK CONTROL OF SAM'S MIND AND TURNED HIM *AGAINST* CAP!

"THERE WAS A LOT OF PUBLICITY AFTER THAT... *BAD* PUBLICITY... BUT SAM'S NAME WAS EVENTUALLY CLEARED BY A FEDERAL COURT-- AND THE DOCTORS CLAIMED HE NOW HAD A *THIRD* PERSONALITY, MADE UP OF ELEMENTS OF THE FIRST TWO!*

3

*SEE CAPTAIN AMERICA #'S 185-191 FOR THE WHOLE STORY.

I... SHUDDER WHEN I THINK ABOUT THOSE DAYS--ALL THE AGONY OUR FAMILY WENT THROUGH...

I'VE HEARD THE STORY BEFORE, SARAH, BUT NEVER IN SUCH DETAIL.

BUT, ARE YOU TRYING TO TELL ME THAT SAM'S OLD PERSONALITY IS *RESURFACING?* THAT HE'S SOMEHOW *RE-VERTING* TO "SNAP" WILSON?

THAT IS ***NOT*** HIS "OLD PERSONALITY"!

MY BROTHER WAS ***NEVER*** THAT...THAT "SNAP" PERSON!

HE WASN'T! HE WASN'T! HE WASN'T!

SHHHH. EASY, GIRL. GET A HOLD OF YOURSELF. IT'S GONNA BE ALL RIGHT.

I'M AFRAID IT'S NOT GOING TO BE ALL-RIGHT--UNTIL SOMEONE TELLS ME WHAT'S GOING ON!

WHAT'S GOING ON?

I CAME OFF LIKE SOME KIND OF LUNATIC BACK THERE! I'M SURPRISED CAROL DIDN'T *HIT* ME!

PACHTER'S SOUL SOUNDS

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LORD! MY INSIDES ARE CHURNING UP-- AND MY HEAD'S POUNDING LIKE IT'S BEEN STUCK IN A HOT STEEL VISE!

WHAT THE DEVIL IS *WRONG* WITH ME?!

I'VE FELT LIKE AN EMOTIONAL TIME-BOMB *LATELY*--AND IT'S BEEN GETTING STEADILY WORSE SINCE I HAD THAT RUN-IN WITH "LITTLE ANGEL!"* SOMETHING ABOUT THAT MIXED-UP KID--*SCARED* ME!

I THINK HE REMINDED ME OF ANOTHER MIXED-UP KID--NAMED *SAM WILSON!* OF THE PAIN GROWING UP HERE IN HARLEM! OF ALL MY PARENTS SUFFERED THROUGH JUST TO PROTECT ME AN' SARAH FROM THE MADNESS OF THE STREETS!

MADNESS? SHOOT--LOOK WHO'S TALKIN' ABOUT MADNESS! JUST YOUR AVERAGE SOCIAL WORKER WHO'S THE SYNTHESIS OF TWO DIFFERENT PERSONALITIES!

JUST ROTTEN OL' "SNAP" AN' GOOD NEIGHBOR SAM TRYIN' TO GET ALONG IN THE SAME BODY!

*CAP #272.

MAYBE *THAT'S* WHAT'S BEEN EATIN' AT ME! I USUALLY TRY MY BEST *NOT* TO THINK ABOUT ALL THAT STUFF! IT'S TOO PAINFUL. BUT LATELY...

BLAST IT ALL!

SHLANG

WHO AM I?!

IN ANGER, IN CONFUSION, HE LASHES OUT...

... AND REALIZES, TOO LATE, HIS ERROR!

OH, NO! I SENT THAT GARBAGE CAN LID FLYING--AND IF I DON'T DO SOMETHING *FAST*--

--THAT WOMAN AND HER BABY--

--ARE GONNA GET *CREAMED!*

HIS LEAP IS STRAIGHT AND SURE. BUT WHAT ELSE COULD BE EXPECTED OF A MAN PERSONALLY TRAINED BY THE LEGENDARY CAPTAIN AMERICA?

SAM WILSON IS, AFTER ALL, A HERO!

HEY, JERK! WHATSAMATTA WIT' YOU? YOU COULDA' *KILLED* THE LADY TOSSIN' THAT THING AROUN' LIKE--

--THAT...?!!

SUCKER--YOU LUCKY I DON'T KILL *YOU*, Y'HEAR? YOU LUCKY OL' SNAP DON'T KILL--

"SNAP"?!

DEAR GOD, WHAT'S HAPPENING TO ME?

AM I LOSING MY MIND?

THE SAGA OF SAM WILSON CONTINUES--NEXT ISSUE!

60¢ | 277 JAN 02453

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CAPTAIN AMERICA™

PRISONER OF ZEMO!

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IN A SHADOW-SHROUDED CASTLE SOMEWHERE IN MEXICO, CAPTAIN AMERICA MUST FACE HIS PAST--AND HIMSELF!

IN THY IMAGE

DID YOU ALSO BELIEVE THAT *ARNIM ZOLA* WAS DEAD?

NO! IN FACT, I'M SURPRISED I DIDN'T SEE YOUR FILTHY HANDS IN THIS SOONER!

INDEED! FOR WHO BUT THE WORLD'S *GREATEST* GENETIC ENGINEER COULD HAVE CREATED THE THINGS THAT BROUGHT YOU HERE?

--THE CREATURES LIKE VERMIN, THAT HAVE ATTACKED YOU IN WEEKS PAST?

WHAT DO YOU THINK OF MY LATEST CREATIONS, CAPTAIN? CAN YOU SEE HOW MY SKILLS AT DNA-MANIPULATION HAVE *IMPROVED* SINCE LAST WE MET?*

YOU CALL THIS IMPROVEMENT, ZOLA? THIS *DEGRADATION* OF LIFE?

"DO YOU HEAR, MY PETS? HE DOESN'T LIKE YOU! THAT ISN'T VERY NICE, IS IT?

*CAPTAIN AMERICA#S 208-212.

"MAKE HIM APOLOGIZE!

"MAKE HIM GROVEL AND SCREAM!"

KEEP THEM COMING, ZOLA! BECAUSE AFTER WHAT YOU'VE DONE TO ARNIE AND HIS ROOMMATE, MICHAEL--

--I CAN'T *WAIT* TO TAKE THESE "PETS" OF YOURS APART--

--AND YOU ALONG *WITH THEM!*

PLEASSSE, MASTERS! LET *VERMIN* BE THE THE ONE TO KILL HIM! LET ME TEAR HISS HEART OUT! LET ME WASSSH IN HIS BLOOD!

NO, FOOL! NEITHER YOU NOR ZOLA SHALL HAVE BLOOD ON YOUR HANDS... *YET!*

CAPTAIN! WE MUST HAVE AN END TO THIS DISPLAY OF PURPOSELESS VIOLENCE!

"IF I RESTRAIN ZOLA'S MUTATES -- WILL YOU AGREE TO A TEMPORARY TRUCE?"

I DON'T MAKE DEALS WITH SCUM LIKE YOU!

THEN LET ME REPHRASE: OR YOUR DEAR FRIEND WILL MEET A GRISLY DEATH! I WARN YOU, CAPTAIN -- WHEN I *WANT* SOMETHING--

--I'M AS MERCILESS AS MY *FATHER!*

YOUR FATHER? *OF COURSE!* YOU'RE NOT THE *FIRST* BARON ZEMO -- YOU'RE HIS SON -- *THE PHOENIX!**

HERR BARON PREFERS TO BE CALLED BY HIS *TRUE* NAME! THE NAME THAT WAS SO HONORED AND RE-SPECTED IN HIS NATIVE GERMANY.

ALL RIGHT, THEN, ZEMO! HAVE YOUR TEMPORARY TRUCE! NOW -- WHAT'S THIS ALL ABOUT?

DO *YOU* -- OF ALL MEN -- REALLY HAVE TO *ASK* SUCH A QUESTION?

* FIRST (AND LAST) SEEN IN *CAP#168.*

3

THEN LOOK, CAPTAIN AMERICA, UPON THE FACES OF YESTERDAY! LOOK UPON -- *MY FAMILY!*

MY CHILDHOOD WAS IDYLLIC! MY MOTHER WAS AS KIND A WOMAN AS EVER LIVED!

AND MY FATHER... MY FATHER WAS A *GOD* TO ME!

HE WAS A BRILLIANT MAN! THE GREATEST SCIENTIST IN ALL THE *THIRD REICH!* WITH A HEART AS EXPANSIVE AS HIS INTELLECT!

UNTIL *YOU* ATTACKED, CAPTAIN! UNTIL *YOU* USED HIS OWN INVENTION -- THE MIRACULOUS *ADHESIVE X* -- TO PERMANENTLY AFFIX A SCARLET MASK TO HIS FACE! YOU DROVE HIM MAD! TRANSFORMED GENTILITY TO RAGE! LOVE TO BLIND HATRED!

ZEMO -- YOUR FATHER USED HIS GENIUS TO CREATE WEAPONS OF DESTRUCTION FOR THE NAZIS. WHATEVER HAPPENED TO HIM -- HOWEVER TRAGIC --

--WAS *HIS OWN FAULT!*

LIAR!!

WHACK

ZEMO--! CONTROL YOURSELF! DO NOT LET PASSION OVERPOWER REASON!

4

YOU ARE CORRECT, MY FRIEND. THE TIME... IS NOT RIGHT.

I'D DO WELL TO FOLLOW ZOLA'S ADVICE, TOO, IF I HAVE ANY HOPES OF GETTING ARNIE AND MICHAEL OUT OF HERE ALIVE! FOR NOW, MY BEST BET IS TO KEEP "HERR BARON" TALKING.

ZEMO--WHAT HAPPENED? THE LAST I REMEMBER, YOU WERE--

"--AS DEAD AS MY *FATHER*, MURDERER? IN TRUTH, YOU NEARLY SUCCEEDED IN KILLING ME WHEN I ROSE UP AGAINST YOU AND YOUR THEN-PARTNER, *THE FALCON*!

"AT FIRST, *I* CAME WITHIN A HAIRSBREADTH OF DESTROYING *YOU*-- BUT I UNDERESTIMATED YOUR BLACK LACKEY.

"THEN I TRIED TO STOP YOU WITH YOUR OWN SHIELD-- BUT IT RICOCHETED BACK AT ME-- SENT ME TUMBLING INTO THE VAT OF ADHESIVE X I HAD PREPARED AS THE MEANS OF *YOUR* EXECUTION!

BUT I WAS READY FOR SUCH AN ACCIDENT! THERE WAS A CONCEALED ESCAPE HATCH AT THE FLOOR OF THE VAT! MY SPECIALLY INSULATED SUIT PROTECTED ME FROM THE FULL FORCE OF THE BLISTERING CHEMICALS.

I CRAWLED SLOWLY, PAINFULLY TO SAFETY.!

BUT, THERE WAS ONE... *MINOR* PROBLEM, CAPTAIN! YOU SEE, WHEN I FELL, HEAD FIRST, INTO THAT SEETHING CAULDRON--

--I WASN'T WEARING MY MASK!!

YOU DID THIS TO ME! YOU RUINED MY LIFE AS YOU RUINED MY FATHER'S!

ZEMO...!

DOES THIS MAKE YOU FEEL *HAPPY*, MONSTER? DOES THE SIGHT OF THIS HIDEOUS MASS THAT IS MY *FACE* GIVE YOU DELIGHT? ARE YOU *PROUD* OF YOUR VICTORY?

ZEMO--YOU *CAN'T* BELIEVE THAT I EVER DESIRED SUCH A FATE FOR YOU-- *OR* YOUR FATHER! I'M NO UNFEELING MONSTER!

YOU ARE AN UNDYING *FREAK!!*

YOU COULDN'T REMAIN DEAD! NO! *YOU* HAD TO SURVIVE ALL THOSE DECADES, IN SUSPENDED ANIMATION!

YOU HAD TO RETURN TO HAUNT ME! TO STAND AS A CONSTANT REMINDER OF MY FAMILY'S LOSS--AND SHAME!

ALL MEN, HOWEVER STRONG, HAVE VULNERABILITIES--

HERR BARON--*PLEASE!*

--SOFT SPOTS IN THEIR PSYCHES THAT REQUIRE ONLY THE SLIGHTEST PRESSURE TO COLLAPSE. CAPTAIN AMERICA IS NO DIFFERENT.

WORDS HE SPOKE YEARS BEFORE COME BACK TO HIM: "WHEN THEY FREED ME FROM THE ICEBERG, THEY REVIVED A WHOLE GENERATION'S HATREDS-- HATREDS THAT SHOULD HAVE BEEN LEFT FROZEN A QUARTER OF A CENTURY AGO."

*AND, GAZING INTO EYES TWISTED BY THOSE HATREDS, HE WONDERS IF HE CAN EVER **TRULY** CONVINCE HIMSELF...*

...THAT HE IS BLAMELESS.

IT IS FOR ALL THE AGONY THAT YOU HAVE CAUSED HIM THAT I HAVE JOINED *FORCES* WITH THE BARON! WITH HIM WHO HAS BECOME MY FIRST, AND *ONLY* FRIEND!

SILENCE, ZOLA!

IT IS FOR ME *ALONE* TO SPEAK OF REPAYMENT!

6

AND A FITTING REPAYMENT IT SHALL BE!

YOU SEE, CAPTAIN-- I HAVE NOT BEEN FAR FROM YOU SINCE OUR FIRST ENCOUNTER! I HAVE BEEN YOUR CONSTANT SHADOW!

THE NIGHT WIND WHISPERING AT YOUR BACK!

"I HAVE SEEN YOU REDISCOVER *OLD* FRIENDS LIKE ARNOLD ROTH -- AND REACH OUT FOR *NEW* ONES! AND I HAVE WATCHED, SICK AT HEART, AS YOU GROPED TENTATIVELY FOR A WOMAN'S LOVE TO SUSTAIN YOU.

"I HAVE TAKEN TIME TO STUDY BOTH THE LIVING LEGEND--

"IN RECENT MONTHS I HAVE WITNESSED YOUR FEEBLE, FALTERING ATTEMPTS TO BUILD A NORMAL LIFE FOR STEVE ROGERS, A LIFE AS SIMPLE, AS BLISSFULLY ORDINARY AS THE ONE *I* KNEW AS A CHILD!

-- AND THE *MAN!*

I HAVE NO GRANDIOSE PLANS, CAPTAIN! RULING THE WORLD... REVIVING THE THIRD REICH... THESE THINGS HOLD NO APPEAL FOR ME!

MY CONCERNS ARE MORE... *PERSONAL.*

I WANT TO *DESTROY* STEVE ROGERS! I WANT TO DENY HIM THE HAPPINESS --THE LOVE-- THE *NORMALCY* THAT HAS BEEN DENIED *ME!*

AND I HAVE THE MEANS TO *DO* IT!

HERR ZOLA... IF YOU WILL?

7

WITH PLEASURE, MY DEAR FRIEND!

HOW GOOD IS YOUR MEMORY, CAPTAIN? HOW WELL DO YOU REMEMBER YOUR FIRST MEETING WITH ARNIM ZOLA--

--AND HIS SHAPE-SHIFTING CREATION--

--DOUGHBOY?!

DO YOU RECALL HOW ZOLA FORCED *ANOTHER* OF HIS ORGANIC SERVANTS TO *MERGE* WITH DOUGHBOY?

HE WAS THE ONE CREATURE OUT OF THOUSANDS WHO DARED TO *FEEL!* TO *THINK!*

THE ONE NAMED--

--PRIMUS!

YES, CAPTAIN, IT IS *PRIMUS* WHO HAS BEEN ZEMO'S ALLY IN ALL THIS, NOT MY ACCURSED MASTER! ALTHOUGH *UNITED* WITH DOUGHBOY, I USED MY GREATER INTELLIGENCE TO TAKE *CONTROL* OF HIM -- TO ESCAPE THE FIERY EXPLOSION WHICH MADE RUIN OF ZOLA'S CASTLE.*

IT WAS NEAR THOSE RUINS THAT I FIRST ENCOUNTERED MY FRIEND ZEMO -- SEARCHING FOR CLUES TO THE MASTER'S WHEREABOUTS, HOPING TO ENLIST ZOLA IN HIS CRUSADE AGAINST YOU! I CONVINCED ZEMO THAT *I* WOULD MAKE A FAR *BETTER* ALLY!

* IN *CAP* # 212.

FOR NOT EVEN THE GREAT ARNIM ZOLA--

--CAN DO--

-- THIS!

8

TH-THAT'S *ME!*

WHAT ARE YOU PLANNING, ZEMO? WHAT ARE YOU UP TO?

ISN'T IT OBVIOUS, CAPTAIN? PRIMUS IS GOING OUT INTO THE WORLD--

--*TO TAKE YOUR PLACE!*

IN THE COMING WEEKS HE WILL DO ALL HE CAN TO SOIL, TO INFECT, TO EAT AWAY AT THE VERY ***FOUNDATIONS*** OF THE NEW LIFE YOU HAVE BUILT!

THE DEVIL HE WILL!

THIS IS *MY LIFE*, YOU MANIAC!

YOU HAVEN'T THE RIGHT!

SLAM

SINCE WHEN HAVE *YOU* CONSIDERED RIGHTS? YOU, WHO HAVE SOUGHT OUT SO-CALLED EVIL, JUDGED IT GUILTY--

BASH

WHAT'S *WRONG* WITH ME? WHY CAN'T I DODGE? FEEL SO... *STRANGE...*

--AND *DESTROYED* IT--

WHAK

9

-- WITHOUT *ONCE* CONSIDERING THE RAMIFICATIONS OF YOUR ACTIONS!

WELL DONE, PRIMUS! WELL DONE!

KRUNK!

NO! YOU'RE T-TWISTING ...THE TRUTH!

I... I'VE... ONLY DONE... WHAT...

...I'VE *HAD* TO DO... I'VE OONNLLYY

WHUD

INTERLUDE.

AS YOU CAN SEE, MR. BENNETT--THE COALITION HAS A LOT RIDING ON THIS "MORALITY IN MEDIA" CAMPAIGN!

DO DO

BENNETT ADVERTISING

AND YOU WANT BENNETT ADVERTISING TO HANDLE *EVERYTHING*, MR. McAUTHOR? WE'RE HARDLY A *MAJOR* CONCERN.

YOU'RE SMALL-- BUT YOUR WORK STANDS OUT ABOVE THE CROWD! IT'S YOUR CARE AND CRAFTSMANSHIP WE'RE AFTER, BENNETT!

AMERICA AS IT ONCE WAS

AMERICA AS IT COULD BE AGAIN

THEN I'LL *DO* IT, McARTHUR... *IF* I CAN GET THE PARTICULAR ARTIST I HAVE IN MIND.

Y'SEE, THERE'S A YOUNG MAN I OWE A FAVOR!

SHEILA-- GET ME *STEVE ROGERS* ON THE PHONE.

INTERLUDE ENDS.

10

MEXICO.

OOOO... FEEL LIKE I'VE BEEN HIT BY AN ARTILLERY SHELL...

AH, YOU AWAKEN AT LAST! I TRUST THE DRUG PRIMUS SURREPTITIOUSLY INJECTED YOU WITH WHILE YOU STRUGGLED DIDN'T HAVE ANY PAINFUL SIDE-EFFECTS!

WHAT'S V-VERMIN DOING HERE?

THE MAN-RAT HAS SERVED HIS PURPOSE! I'VE HAD ENOUGH OF HIS FOUL SMELL AND MANNER. HE WILL SHARE YOUR GRISLY FATE!

A-AND ARNIE AND MICHAEL? WHAT ABOUT THEM? MUST *THEY* SHARE MY FATE AS WELL?

CAPTAIN-- THEY *ARE* YOUR FATE!

MY DEAR FRIEND PRIMUS-- WHO HAS NOW LEFT US TO START HIS LIFE AS "STEVE ROGERS" --KNEW MUCH OF THE REAL ARNIM ZOLA'S WORK! TOGETHER, WE HAVE *IMPROVED* UPON IT.

WE ARE NOW ABLE TO TRANSFER A MAN'S CONSCIOUSNESS DIRECTLY INTO A MUTATE-BODY.

AND THAT'S JUST WHAT I'VE DONE WITH YOUR PRECIOUS ARNIE AND MICHAEL!

OF COURSE, THEY WILL BE SLIGHTLY... DISORIENTATED IN THEIR NEW FORMS.

WHY, ZEMO? WHY DO YOU HAVE TO DRAG THEM INTO THIS? CAN'T YOU JUST KILL *ME* AND HAVE DONE WITH IT?!

I AM GOING TO HURT YOU, CAPTAIN-- AS YOU HURT ME, MY MOTHER, AND MY BELOVED FATHER!

YOUR FRIENDS WILL RISE UP, REBORN AS THE SONS OF ZEMO AND-- IN THE *NAME* OF ZEMO THEY WILL STRIKE YOU DOWN!

"UNLESS, OF COURSE, YOU--AND OUR SANGUINARY FRIEND VERMIN SHOULD DESTROY *THEM* FIRST!"

GROOO!

AROOO!

"AH--HERE THEY ARE NOW! PAINED... CONFUSED... AND READY FOR BLOOD--

-- AS THEIR NEW LORD AND MASTER HAS COMMANDED!

YOU ARE CERTAINLY FACED WITH AN INTERESTING SET OF PROBLEMS, CAPTAIN!

I LOOK FOWARD TO SEEING WHAT YOU COME UP WITH IN TERMS OF AN EQUALLY-INTER-ESTING--

"--SOLUTION!"

WHAK

I DON'T DOUBT THAT THESE CREATURES REALLY ***ARE*** MICHAEL AND ARNIE! ZEMO AND PRIMUS HAVE PULLED THIS CON--SCIOUSNESS TRANSFER STUNT BEFORE*--ALTHOUGH I WASN'T ***AWARE*** THAT IT WAS THEM AT THE TIME-- AND IT ALMOST COST MICHAEL HIS LIFE!

* ISSUE #270.

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NO! IT ISN'T FAIR! I SSSERVED THE MASSSTERS WELL!

WHY HAVE THEY BETRAYED ME?!

VERMIN'S IN A BLIND FRENZY-- RIPPING THESE RUSTY CHAINS RIGHT OUT OF THE WALL! AND NOW THAT THE EFFECTS OF THE DRUG HAVE WORN OFF--

--I CAN ...UGH!.. DO THE SAME!

THAT WAS THE EASY PART! ZEMO *WANTS* US FREE!

HE KNOWS THAT WHATEVER ACTION I TAKE WILL BE THE ***WRONG*** ACTION... BECAUSE THE ***REAL*** SOLUTION LIES IN FREEING ARNIE AND MICHAEL'S MINDS!

BUT THE ONLY WAY I CAN DO ***THAT*** IS BY GETTING TO ZEMO HIMSELF! AND THAT'S WHERE VERMIN COMES IN! IN HIS PRESENT STATE-- ANGRY, ASHAMED, HIS SAVAGERY AT THE FORE--

"--THE MAN-RAT IS GOING TO LASH OUT AT THE NEAREST REPRESENTATIVES OF THE MASTERS WHO'VE TURNED ***AGAINST*** HIM!"

I'LL BE SO BUSY KEEPING ***HIM*** AWAY FROM ***THEM***--

--AND PROTECTING ***MYSELF*** AT THE SAME TIME--

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--THAT I'LL *NEVER* BE ABLE TO GET TO ZEMO! I'LL--

BLAST IT!

MY ATTENTION WAS SO FOCUSED ON VERMIN THAT I'VE ALLOWED MYSELF TO GET CAUGHT!

THESE MUTATE BODIES ARE INCREDIBLY STRONG... ANOTHER FEW BLOWS LIKE THAT ONE...AND I'LL BE FINISHED!

SMAK

ONLY VULNERABLE SPOTS ARE THEIR BRAINS...BUT EVEN IF I BREAK FREE... *STRIKE* THERE, ARNIE AND MICHAEL WILL DIE!

WE HAVE BEEN ENEMIESSS BEFORE CAPTAIN-- AND WILL BE ENEMIESS AGAIN! BUT FOR TODAY AT LEASSST--

--WE ARE ALLIESSS!

ZEMO SSHALL NOT HAVE THISSS VICTORY HE SSSO CRAVESSS!

VERMIN... NO! I BEG YOU--

SLASH

"--DON'T *DO IT!!*"

14

EEEE

EEEE

OH, LORD! MICHAEL JUST SPASMED AND SHRIEKED AS THE MUTATE BODY TOPPLED! THAT MUST HAVE BEEN THE ONE WITH HIS CONSCIOUSNESS IN IT!

AND NOW THE *OTHER* ONE'S COLLAPSING AS IF--

YAAA

15

FOR A MINUTE THAT SEEMS TO CAP TO STRETCH OUT INTO ETERNITY, ARNOLD ROTH LIES DEATHLY STILL. THEN, FINALLY, HER EYELIDS FLUTTER... HE RAISES HIS TREMBLING HEAD, AND...

ARNIE, OLD FRIEND--ARE YOU ALL RIGHT?

F-FORGET ABOUT *ME*, STEVE! MICHAEL'S DEAD! MY MICHAEL'S *DEAD*--

--AND YOU JUST *STOOD* THERE AND *LET* IT HAPPEN!

LOOK, STEVE ROGERS, UPON THE FACE OF YOUR OLDEST, DEAREST FRIEND--AND SEE THE HATRED REFLECTED THERE!

OH, HIS INITIAL ANGER WILL PASS, BUT--FROM THIS DAY ON, HE WILL NEVER SEE YOU WITH UNTAINTED EYES *AGAIN!*

AND THIS IS BUT THE FIRST OF YOUR LIFE'S UNRAVELINGS, STEVE ROGERS--

"--THE FIRST--

--OF *MANY!*"

BERNADETTE ROSENTHAL--YOU HAVE *GOT* TO CLEAN THIS POCKETBOOK ONE OF THESE DAYS!

IT'S GETTING SO A TEAM OF *ARCHEOLOGISTS* COULDN'T FIND YOUR KEYS IN THIS MESS!

YOU LOOK PERTURBED, GORGEOUS--

...

--DO YOU THINK *I* COULD HELP?

STEVE? *STEVE!* YOU'RE BACK!

OBVIOUSLY.

BUT WHEN THAT RUNCITER WOMAN CALLED YOU AWAY ON... *BUSINESS**--I THOUGHT I WOULDN'T SEE YOU AGAIN FOR DAYS... MAYBE WEEKS!

*LAST ISH.

WILD HORSES COULDN'T KEEP ME AWAY FROM YOU, BERNIE.

OH, STEVE!

I'VE GOT PLANS FOR US MY DARLING.

BIG PLANS!

CONTINUED

PORTRAIT OF A SOUL IN TORMENT!

HIS NAME IS SAMUEL THOMAS WILSON... A.K.A. SAM WILSON... A.K.A. "SNAP" WILSON... A.K.A--

THE FALCON

FOR HOURS NOW HE HAS WANDERED THE STREETS OF HIS NATIVE HARLEM, WALKING AN EMOTIONAL RAZOR'S EDGE, CONSUMED BY THE MOST PRIMAL OF QUESTIONS:

"WHO AM I?"

HE IS FINDING AN ANSWER TO THAT QUESTION. AND HE DOES NOT LIKE IT.

SNAPPING--
PART II

J. M. DeMATTEIS SCRIPTER
MIKE ZECK PENCILER
JOE RUBINSTEIN INKER
RICK PARKER LETTERER
BOB SHAREN COLORIST

SOME BLOCKS AWAY, THOSE SAME QUESTIONS AND ANSWERS ARE BEING PONDERED BY THE THREE MOST IMPORTANT WOMEN IN SAM WILSON'S LIFE...

SARAH--YOU'RE SAM'S SISTER--AND I THOUGHT YOU WERE MY FRIEND, TOO!

NOW IF THERE'S SOMETHING YOU KNOW ABOUT SAM'S CRAZY BEHAVIOR TODAY*--YOU'VE GOT TO TELL ME! IF I'M GOING TO SALVAGE HIS CONGRESSIONAL CAMPAIGN... I *HAVE* TO KNOW WHAT'S HAPPENING!

CAROL'S RIGHT, SARAH. YOU'RE HOLDING SOMETHING BACK. I CAN SEE IT IN YOUR EYES. PLEASE--

--TELL US!

LEILA, YOU AND SAM LOVE EACH OTHER. YOU TRUST EACH OTHER. BUT I DON'T KNOW IF *I* CAN TRUST *ANYONE* WITH THIS.

BLAST IT, WOMAN--YOU'VE GOT TO! FOR...SAM'S SAKE

*LAST ISSUE.

YES. YOU'RE RIGHT. FOR... SAM'S SAKE.

"BUT WHERE DO I BEGIN? AT THE BEGINNING, I GUESS. AND FOR ME AND SAM, THAT WAS WHEN WE WERE KIDS, GROWING UP HERE IN HARLEM.

"OUR FATHER WAS THE REVEREND PAUL WILSON... AND THERE WAS NO ONE ON GOD'S GREEN EARTH LIKE HIM. A MAN WHO CARED, ABOUT EVERYONE. AND NOT JUST WITH WORDS. NOT JUST FROM THE PULPIT.

"HE WAS THE KIND OF MAN WHO ALWAYS TESTED HIS FAITH, HIS IDEALS, OUT ON THE STREETS. THAT'S... HOW IT HAPPENED.

"HE WAS TRYING TO STOP A RUMBLE--TO STOP TWO GANGS OF FRUSTRATED KIDS FROM DOING SOMETHING THEY'D REGRET LATER, AND HE... HE GOT CAUGHT IN THE MIDDLE.

"SAM WAS THERE THAT NIGHT--ALTHOUGH FATHER DIDN'T KNOW. GOD, HOW SAM IDOLIZED FATHER...

"...FOLLOWED HIM EVERYWHERE.

"CAN YOU IMAGINE WHAT IT WAS LIKE FOR A NINE-YEAR-OLD BOY TO WATCH THE MAN HE ADORED FALL, DYING, IN A POOL OF BLOOD?

"MY BROTHER WAS BRAVE AT THE FUNERAL. HE FOUGHT TO HOLD BACK HIS TEARS. HE THOUGHT THAT WAS WHAT A MAN WAS *SUPPOSED* TO DO.

2

"AFTERWARDS, SAM WAS... WELL, HE WAS CHANGED. HE SPENT ALL HIS TIME AFTER SCHOOL AT THE CHURCH COMMUNITY CENTER-- GUIDING THE YOUNGER KIDS, REACHING OUT TO THE OLD PEOPLE... ALWAYS GIVING SO *MUCH* OF HIMSELF TO EVERYONE.

"HE PUSHED HIMSELF BEYOND ALL LIMITS-- AND THEN HE PUSHED HIMSELF SOME MORE.

"THEN CAME THE SECOND TURNING POINT IN OUR LIVES. IT WAS JUST ANOTHER NIGHT. JUST ANOTHER PLEASANT STROLL WITH MOTHER.

"JUST ANOTHER FACELESS MUGGER...

"...WHO WAS SO ANGRY THAT MOTHER HAD NOTHING BUT A FEW DOLLARS IN HER PURSE...

"...THAT HE-- SHOT HER DOWN!

"REVEREND GARCIA'S GRAVESIDE PRAYERS DIDN'T SEEM SO COMFORTING THEN.

"AND SAM-- HE CRIED AND CRIED FOR DAYS. THERE WAS NO REASON TO BE BRAVE ANY MORE.

"OH, BUT MY BROTHER WAS SO FILLED UP WITH HATE... SO ANGRY ABOUT MOTHER'S DEATH... THAT IT JUST BOILED OVER. HE CURSED ME...

"...AND HE CURSED THE WORLD.

"BUT THE PART OF HIM THAT CLUNG TO FATHER'S MEMORY--TO THE GENTLE MAN WHO TAUGHT US TO TURN THE OTHER CHEEK--WAS TORN APART BY THESE NEW FEELINGS.

"THERE WAS SO MUCH CONFLICT BREWING UP INSIDE THAT BOY, SO MUCH HE COULDN'T HANDLE, THAT HE JUST-- *SNAPPED!*"

3

HE JUST... BLOCKED OUT FATHER, HIS DREAM, HIS IDEALS--AND BECAME A TOTALLY *NEW* PERSONALITY... COLD, SELF-SERVING. THAT WAS--"*SNAP*."

I TRIED TO GET HELP FOR HIM. TRIED TO GET HIM TO SEE A PSYCHIATRIST... BUT HE NEVER LISTENED.

BEFORE LONG, HE LEFT HOME. I DIDN'T SEE HIM AGAIN FOR YEARS.

THEN YOU MEAN--WHAT THE RED SKULL *REALLY* DID WITH THE COSMIC CUBE* WAS STRIP *AWAY* THE FALSE PERSONALITY SAM HAD CREATED FOR HIMSELF--

--AND BRING THE OLD SAM *BACK*? YES! SAM HIMSELF DIDN'T EVEN REMEMBER BEING "SNAP" UNTIL THE SKULL... REPROGRAMMED HIM.

THE FAMILY WAS SO HAPPY TO HAVE *OUR* SAM BACK--THAT WE NEVER BROUGHT UP THE PAST. WHY DRAG UP ALL THAT PAIN?

*CAP #119.

I--I WOULD'VE COME FORWARD AT THE FALCON'S TRIAL*--BUT SAM'S CONFRONTATION WITH THE STILT MAN CLEARED HIS NAME... AND AGAIN I WAS SPARED THE PAIN.

BUT IF IT'S HAPPENED AGAIN, CAROL... I--IF "SNAP" HAS REALLY COME BACK, I--

COFFEE SH

--DON'T KNOW WHAT TO DO!

I'VE NEVER FELT SO... MIXED UP IN ALL MY LIFE!

CAW!

HUH? *REDWING!* HEY, OLD BUDDY--HOPE YOU'RE FEELIN' BETTER THAN I AM!

SKRAW!

I'M WITH YOU, FELLA! I NEED TO GET UP ABOVE IT ALL--

--MAYBE GET A DOSE OF PERSPECTIVE!

SO TELL ME, REDWING--HOW STUPID COULD I HAVE BEEN TO THINK ALL THAT STUFF WITH THE SKULL WAS BEHIND ME? I'VE BEEN PRETENDIN' IT NEVER HAPPENED... DENYING REALITY... FOR YEARS NOW!

DIDN'T WORK, DID IT?

THERE'S SO MUCH I WANT TO REMEMBER--AND SO MUCH I *CAN'T* REMEMBER!

CAN YOU IMAGINE WHAT KIND OF CONGRESSMAN I'D MAKE? SHOOT! THEY'D KICK ME, BUTT-FIRST, RIGHT OFF CAPITOL HILL!

4

HEY--NOW *HERE'S* A LITTLE IRONY FOR YA, REDWING! THIS IS THE SAME ROOFTOP WHERE I MET THAT POOR KID, "LITTLE ANGEL!"*

YEAH. I REALLY HELPED *HIM* ALOT.

*CAP #272.

HE'S PROBABLY LOCKED AWAY SOMEWHERE FOR SHOOTIN' MY NEPHEW, JIM--LEARNING ALL THE FINER POINTS OF HELL.

DADDY--IT ISN'T FAIR!

IT ISN'T FAIR!

YOU ALWAYS MADE IT SEEM SO EASY TO *CARE*, DADDY! WELL, I'M TELLIN' YOU--IT AIN'T!

THERE'S NO POINT TO *ANY* OF THIS, DADDY! WHY THE DEVIL SHOULD I RUN FOR CONGRESS? WHY SHOULD I CARE ABOUT ANYTHING ON GOD'S GREEN EARTH BUT *SAMUEL T.*--

--WILSON...?

KREEK

SAM--?

WHO THE--?!

D-D-DADDY...?

NO, SAM, IT'S ME--

5

IT'S REVEREND GARCIA. SHE CALLED ME, SAM. SHE ASKED ME TO HELP HER FIND YOU.

I SAW REDWING CIRCLING AROUND UP HERE-- AND TOOK A CHANCE.

I GUESS I WAS LUCKY.

FINDING ME AIN'T LUCKY, REVEREND. NOT LUCKY AT ALL. NOW WHAT DO YOU WANT?

SAM, THERE'S NO REASON TO TALK TO ME WITH SUCH ANGER IN YOUR VOICE. YOUR FATHER AND I WERE BEST FRIENDS. I'VE KNOWN YOU SINCE YOU WERE--

FIRST OF ALL, MISTER... YOU DON'T KNOW NOTHIN' 'BOUT ME... Y'DIG? SECOND OF ALL--

--MY NAME AIN'T SAM!

YOU WANNA TALK T'ME, MISTER--YOU CALL ME BY MY RIGHT NAME, Y'DIG?

YOU CALL ME "SNAP"--

--OR YOU CALL ME NOTHIN' AT ALL!

CONCLUDED... NEXT ISSUE!

6

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CAPTAIN AMERICA™

ZEMO-- YOU'VE PUSHED ME TOO FAR!

MZ-JB

Stan Lee PRESENTS: # CAPTAIN AMERICA!®

J. M. DeMATTEIS — SCRIPTER
MIKE ZECK — PENCILER
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MARK GRUENWALD — EDITOR
JIM SHOOTER — EDITOR-IN-CHIEF

OH, THUS BE IT EVER...

...AND REMEMBER!

FORTY-EIGHT HOURS EARLIER, A MAMMOTH MUTATE HAD KIDNAPPED ARNIE AND HIS ROOMMATE, MICHAEL, FROM S.H.I.E.L.D. MANHATTAN HEADQUARTERS.

THEY WERE THE BAIT...

...MEANT TO LURE CAP INTO THE WAITING ARMS OF THE ORCHESTRATOR OF THIS DISCORDANT SYMPHONY OF VENGEANCE...

...THE SON OF BARON ZEMO!

ZEMO BLAMED THE SHIELD-SLINGER FOR HIS VILLAINOUS FATHER'S DEATH, THE COLLAPSE OF HIS FAMILY, AND HIS OWN GROTESQUE DISFIGUREMENT!

AIDED BY THE CREATURE CALLED **PRIMUS**--WHO REVEALED TO ZEMO THE HIDDEN SECRETS OF GENETIC-ENGINEER **ARNIM ZOLA**...

...THE NEW BARON BEGAN HIS TWO-PRONGED PLAN TO DESTROY THE PRIVATE LIFE OF **STEVE ROGERS**, THE MAN **BEHIND** CAPTAIN AMERICA'S MASK! FIRST THE SHAPE-SHIFTING **PRIMUS** WAS SENT OUT INTO THE WORLD TO TAKE ROGER'S PLACE! THEN, ARNIE AND MICHAEL'S MINDS WERE TRANSFERED INTO TWO MUTATE BODIES!

THE MAN-RAT NAMED **VERMIN** DID THE REST!

Y-YOU COULD'VE STOPPED VERMIN FROM KILLING THAT THING MICHAEL WAS TRAPPED INSIDE OF! YOU COULD'VE *STOPPED* HIM -- BUT YOU *DIDN'T!*

WHY DIDN'T YOU, BLAST IT!

WHY DIDN'T YOU?!

ARNIE, PLEASE--

-- LISTEN TO ME! I TRIED! LORD HOW I TRIED! BUT I WAS BEATEN -- DAZED -- AND I COULDN'T MOVE FAST ENOUGH TO --

DON'T TOUCH ME! I-I THOUGHT YOU WERE MY FRIEND! I THOUGHT I COULD TRUST YOU!

BUT --

--I--

--CAN'T

HE'S PASSED OUT!

THE STRAIN OF HAVING HIS CONSCIOUSNESS PHASED FROM HIS BODY TO THAT MUTATE'S AND BACK AGAIN WAS TOO MUCH FOR HIM!

EXACTLY, CAPTAIN! BUT WHEN HE AWAKENS, HIS NEW-BORN HATRED WILL BE NO LESS VIBRANT! HE WILL NEVER FORGIVE YOU FOR WHAT YOU'VE DONE! *NEVER!*

ZEMO!

YES, CAPTAIN -- SHOUT THAT NAME -- LET IT RING SO LOUDLY THAT EVEN IN DEATH, MY MOTHER AND FATHER CAN HEAR IT!

LET THEM KNOW THEY DID NOT SUFFER IN VAIN! THEIR CHILD HAS AVENGED THEM!

I *HAD* HOPED TO KEEP YOU ALIVE, CAPTAIN, SO THAT YOU COULD WITNESS -- FROM A DISTANCE, AT LEAST -- PRIMUS'S DESECRATION OF YOUR IDENTITY!

BUT I REALIZE NOW THAT EVERY FREE MOMENT IS PREGNANT WITH THE POTENTIAL FOR ESCAPE -- AND *THAT* I CANNOT ALLOW!

SO I THINK YOU SHALL *DIE*, DEAR CAPTAIN -- BUT DIE KNOWING THAT, EVEN *AFTER* YOUR PASSING --

--THE FATE OF STEVE ROGERS -- AND ALL THOSE HE HOLDS DEAR -- WILL *STILL* BE IN ZEMO'S HANDS *HAHAHAHAHA!!*

SAVE YOUR BREATH, VERMIN -- HE'S GONE! ONLY HIS "PETS" HAVE STAYED BEHIND!

AND WHAT OF ME, MASSSTER? MUSSST YOUR LOYAL SSSERVANT VERMIN SSSTAND AND DIE BESSSIDE YOUR MOSSST HATED ENEMY?

MASSSTER!

OHNOOOH NOOOHOOH NOOHNOO

CONSCIOUSNESS RETURNS TO ARNIE ROTH... AND HE INSTANTLY WISHES IT HADN'T.

BETTER, HE THINKS, TO HAVE DIED UNKNOWING --THAN LIVE FACE-TO-FACE WITH *THIS!*

4

BUT, EVEN AS MORE AND MORE MUTATES SWARM OVER THEM--CRAWLING, SKITTERING, LOPING FORTH FROM HALF A DOZEN HIDDEN PANELS AND PASSAGEWAYS...

...THE THOUGHT OF FINAL DEFEAT NEVER ENTERS CAPTAIN AMERICA'S MIND!

CONCERNED MORE WITH THE SAFETY OF HIS CHILDHOOD FRIEND THAN WITH HIS OWN SURVIVAL...

...THE LIVING LEGEND FIGHTS FURIOUSLY, EYES ALIGHT WITH AN UNCUSTOMARILY SAVAGE FIRE!

A FIRE OF A **DIFFERENT** KIND LIGHTS VERMIN'S EYES AS--TAKING ADVANTAGE OF THE CHAOS--THE MAN-RAT SLIPS, UNNOTICED, THROUGH ONE OF THE RECENTLY-OPENED TUNNELS.

ARNIE, DON'T WORRY! I'LL GET YOU OUT OF THIS! IF I HAVE TO KILL EVERY LAST ONE OF THESE MONSTERS WITH MY BARE HANDS--

--I'LL GET YOU OUT!!

I-IT LOOKS KINDA HOPELESS, OLD BUDDY--BUT I KNOW YOU'LL **TRY**... JUST LIKE I KNOW YOU TRIED TO HELP MICHAEL!

I'M SORRY FOR WHAT I SAID BEFORE, CAP! I WAS JUST AIMING MY ANGER AT THE NEAREST TARGET! I--

WAIT A MINUTE!

5

CAP... STEVE! THERE'S SOMETHING I'M BEGINNING TO REMEMBER-- SOMETHING IMPORTANT! OHMIGOSH, STEVE--

--YOU'VE GOT TO STOP FIGHTING THEM!

ARNIE--HAVE YOU LOST YOUR SENSES?!

"NO! A-AS HAZY AND CONFUSED AS THINGS WERE WHEN I WAS IN THAT AWFUL BODY, I LOCKED INTO A KIND OF...GROUP CONSCIOUSNESS --A *MIND-LINK* WITH ALL OF ZEMO'S CREATURES!"

THESE AREN'T JUST SOULLESS CREATIONS, GROWN FROM CHEMICALS IN SOME MAD SCIENTIST'S LAB! LIKE VERMIN, THEY'RE ALL *MEN*, STEVE-- *MUTATED* BY ZEMO AND PRIMUS!

THEY'RE INNOCENT VICTIMS! *YOU CAN'T KILL THEM!*

ARNIE SOUNDS SO BLASTED SURE OF WHAT HE'S SAYING-- BUT HE COULD STILL BE DAZED, DELIRIOUS FROM THE CONSCIOUSNESS-TRANSFER!

YET, EVEN IF HE *IS* DELIRIOUS-- THAT DOESN'T MEAN HE ISN'T *RIGHT!*

6

WHATEVER THEIR ORIGIN -- THESE MUTATES HAVE BEEN AS VICTIMIZED BY ZEMO AS *WE* HAVE! THEY DON'T UNDERSTAND WHAT IT IS NOT TO FOLLOW HIS ORDERS -- NOT TO SERVE HIS EVERY WHIM!

BUT ALL BEINGS -- MAN *OR* MUTATE -- HAVE THE RIGHT TO BE FREE!

AND IF I CAN JUST MAKE THEM UNDERSTAND THAT--!

FIRST ORDER OF BUSINESS IS TO LEAP BACK. MOVE MYSELF MOMENTARILY OUT OF THEIR GRASP!

NOW, IF I PUT DOWN MY SHIELD, MAKE THEM SEE THAT I DON'T WANT TO FIGHT... YES! THEY'RE PAUSING... UNCERTAIN... WONDERING WHAT I'LL DO NEXT!

IF I'M EVER GOING TO GET THROUGH TO THEM -- NOW'S THE TIME!

HEAR ME, *PLEASE.*

BEFORE YOU TAKE ANOTHER STEP, BEFORE YOU EXACT ANOTHER DEATH IN ZEMO'S NAME, HEAR WHAT I HAVE TO SAY.

I'VE WATCHED YOU ALL CAREFULLY. I'VE SEEN INTELLIGENCE IN YOUR ACTIONS. I'VE SEEN LOYALTY IN YOUR RANKS. AND, EVEN SO, I ALLOWED YOUR APPEARANCES TO REPEL ME. I ALLOWED MYSELF TO THINK OF YOU AS --

--MONSTERS.

7

I WAS WRONG. YOU'RE *NOT* MONSTERS.

WHAT I SEE, REFLECTED SO CLEARLY IN YOUR EYES RIGHT NOW, PROVES THAT TO ME.

BUT, IF YOU'RE NOT MONSTERS--

--WHY ARE YOU ALLOWING YOURSELVES TO BE *TREATED* AS MONSTERS?

WHY ARE YOU BENDING KNEE TO AN ANGRY DEMENTED MAN WHO CARES *NOTHING* FOR YOU!?

PERHAPS ZEMO'S GENETIC MANIPULATIONS HAVE TWISTED YOUR BODIES... BUT HE CAN *NEVER* TWIST YOUR *HEARTS*! JOIN ME. REACH OUT FOR YOUR OWN DESTINIES. THROW OFF THE YOKE OF THE MONSTER--AND RISE UP AS FREE MEN!

FOR THIRTY HEART-STOPPING SECONDS THE MASS OF MUTATES STARES -- SILENT, BREATHLESS -- AS IF WEIGHING THE WORDS OF THIS STRANGE, STAR-SPANGLED ORATOR. AND THEN...

HOLY COW, CAP! THEY'RE CHEERING!

THEY'RE CHEERING!

8

THAT'S ONE OF THE BIGGEST GAMBLES I'VE EVER TAKEN, ARNIE. AND WITHOUT YOU--

--I'D NEVER HAVE DARED IT. THANKS.

AH, DON'T MENTION IT. NOW LET'S GET THAT BUM ZEMO!

WE'LL DO JUST THAT. IN A MOMENT.

BUT WE'RE TAKING MICHAEL *WITH* US!

WE'RE NOT SURE EXACTLY *WHAT* ZEMO DID TO HIM DURING THE MIND-TRANSFER PROCESS. FOR ALL WE KNOW, MICHAEL MAY NOT *BE* DEAD--

--BUT IN SOME BIZARRE STATE *SIMULATING* DEATH.

B-BUT THAT SOUNDS SO-- IMPOSSIBLE!

TO A MAN WHO SPENT DECADES FLOATING, UNAGED, IN AN *ICEBERG*--

9

--NOTHING IS IMPOSSIBLE!

GOTT IN HIMMEL! IS THAT SWINE'S LIFE AS BLESSED AS MY OWN IS CURSED?

HIS FRIEND STILL CLINGS TO HIM LIKE A LOYAL PUPPY--AND THOSE SHAMBLING FREAKS BECOME A VERITABLE ARMY AT HIS BACK!

I HAVE HAD ENOUGH! HE CANNOT WRENCH THIS VICTORY FROM MY GRASP! CAPTAIN AMERICA *MUST* DIE!

AND THIS--THE VERY DEATH-RAY DESIGNED AND BUILT BY MY FATHER DURING THE GLORIOUS WAR--SHALL BE THE WEAPON OF HIS EXECUTION!

BUT WAIT! WHAT AM I SAYING? I AM SORELY OUTNUMBERED! TO REMAIN NOW WOULD BE TO EMBRACE CERTAIN DEFEAT!

I CANNOT LET MY LUST FOR VENGENCE CLOUD MY JUDGE-MENT!

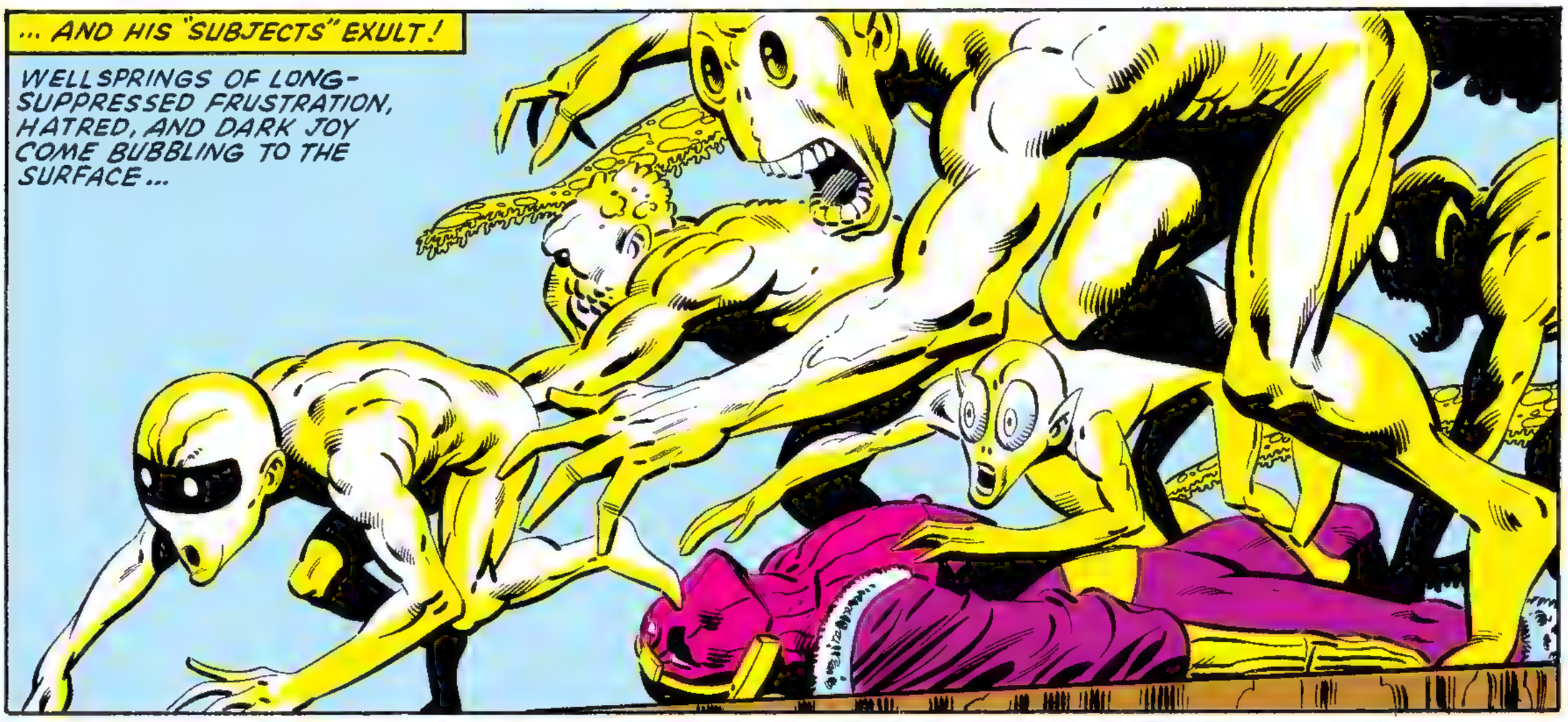
I MUST FLEE THE CASTLE--SEEK OUT PRIMUS! *HE* REMAINS THE KEY TO MY PLAN!

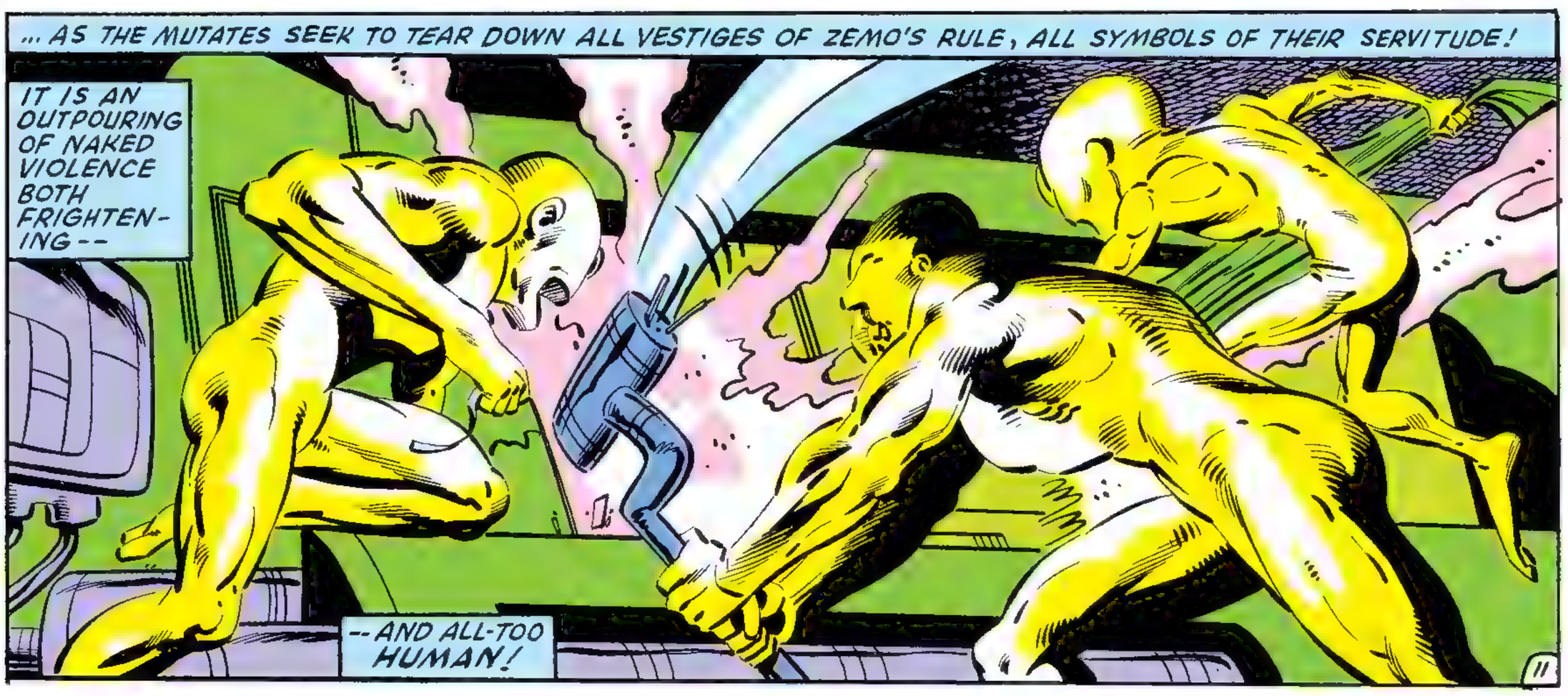
THE PUPPET THROUGH WHOM I SHALL UTTERLY DESTROY--

10

-- STEVE ROGERS ?!
IT'S OVER, ZEMO!
IT'S NOT OVER YET, CAP. NOT UNTIL I DO--

--THIS!
THE BARON FALLS...


... AND HIS "SUBJECTS" EXULT!
WELLSPRINGS OF LONG-SUPPRESSED FRUSTRATION, HATRED, AND DARK JOY COME BUBBLING TO THE SURFACE...


... AS THE MUTATES SEEK TO TEAR DOWN ALL VESTIGES OF ZEMO'S RULE, ALL SYMBOLS OF THEIR SERVITUDE!
IT IS AN OUTPOURING OF NAKED VIOLENCE BOTH FRIGHTEN-ING --
-- AND ALL-TOO HUMAN!

WOW! THEY'RE GOING BERSERK! MAYBE WE SHOULD TRY TO CALM THEM DOWN BEFORE *WE* GET WRECKED WITH THE CASTLE!

I DON'T THINK WE HAVE ANYTHING TO WORRY ABOUT. AFTER ALL THEY'VE SUFFERED, THE MUTATES *NEED* THIS RELEASE TO--

HOLD ON! DO YOU HEAR SOMETHING?

SOUNDS LIKE SHOUTING! PEOPLE RUNNING IN FROM THE OUTER CHAMBER!

HOLY COW, STEVE--WHAT THE HECK IS GOING ON? WHO *IS* THAT?!

"IT'S AGENT RUNCITER--AND A *S.H.I.E.L.D.* COMMANDO SQUAD! HOW IN HADES DID THEY *GET* HERE?!"

DON'T WORRY, CAP! AS SOON AS WE PLOW THROUGH THESE MONSTROSITIES, WE'LL HAVE YOU AND YOUR FRIENDS IN THE CLEAR!

RUNCITER, YOU FOOL, *STOP!*

12

STOP!
CALL OFF YOUR MEN, BLAST IT!
C-CAP-- WHAT'S THE MATTER? WHY ARE YOU--
DIDN'T YOU HEAR ME, IDIOT? UNLESS YOU WANT A MASSACRE ON YOUR CONSCIENCE--
--CALL THEM OFF!
ONE DOES NOT ARGUE WITH A LIVING LEGEND-- ESPECIALLY AN ANGRY ONE. AND SO...
SANDERSON! ABRAMOWITZ! BREAK OFF ATTACK! REPEAT: BREAK OFF ATTACK!!
13

SOON...

... SO YOU SEE, WE SHOT A "MINI-BUG" ONTO THAT SHIP YOU TOOK OFF IN* AND. AFTER WE MANAGED TO OVERRIDE THE MAGNETIC FIELD JAMMING OUR SIGNAL, WE GOT A FIX ON YOUR POSITION AND COLONEL FURY ORDERED US IN.

I DIDN'T KNOW WHEN WE LAST SPOKE THAT SCIENCE-BRANCH HAD TURNED UP AN ALARMING PARALLEL BETWEEN THE CREATURE THAT ATTACKED YOU** AND ***FILE 116*** -- THE ***ARNIM ZOLA*** FILE. YOU CAN UNDERSTAND WHY THE COLONEL DIDN'T WANT TO TAKE ANY CHANCES!

CAP-- ARE YOU LISTENING TO ME?

NO.

*CAP #276 **#270.

I'M A BIT MORE CONCERNED WITH THE WELFARE OF THOSE MUTATES THAN WITH YOUR LAME EX--

CAP! HEY, CAP!

WHAT IS IT, ARNIE? WHAT'S WRONG?

IT'S ZEMO, CAP--

"-- HE'S GONE!"

HOW THOUGHTFUL OF THOSE S.H.I.E.L.D. BUFFOONS TO TIME THEIR BLUNDERING ARRIVAL WITH MY RETURN TO CONSCIOUSNESS!

THEIR INTERRUPTION MADE IT AN EASY MATTER TO STEAL DOWN TO MY UNDERGROUND HANGAR -- AND FREEDOM!

14

THERE IS YET TIME FOR ME TO REACH PRIMUS-- AND SALVAGE *SOMETHING* OF MY ORIGINAL PLAN!

YET, WITH *S.H.I.E.L.D.'S* DIRECT INVOLVEMENT, THAT MAY NOT BE THE WISEST COURSE! PERHAPS IT IS BEST TO LEAVE THE WRETCHED MUTATE TO FATE'S CAPRICES AND--

ZEMO.

WHO IN THE NAME OF--?

ROAR

AAAHHHHHHH

15

THE NEXT DAY

BROOKLYN. HENRY MILLER CALLED IT THE "CITY OF THE DEAD, NEAR DEAD, AND THE DEADER THAN DEAD."

DINER

BUT, TO MANY, IT'S STILL A WORTHY PLACE TO MAKE A HOME, BUILD A LIFE...

...FALL IN LOVE...

OH, STEVE -- LAST NIGHT WAS SO MUCH FUN. I FELT LIKE I WAS SEVENTEEN AGAIN -- JUST RIDING AROUND IN MY CAR ALL NIGHT... CHATTERING AWAY TILL DAWN.

I MUST HAVE REALLY CHEWED YOUR EAR OFF -- YOU HARDLY SAID A WORD.

I *LIKE* TO LISTEN. IT'S THE ONLY WAY TO LEARN.

OH? AND DID YOU LEARN ANYTHING NEW ABOUT ME?

I LEARNED THAT YOU ARE A WOMAN WHOSE SOUL IS AS BEAUTIFUL AS HER BODY. WHOSE WORDS ARE FULL OF INTUITIVE WISDOM. WHOSE --

ENOUGH, PRIMUS.

NOW GET YOUR HAND AWAY FROM HER BEFORE I RIP IT OFF! *NOW*, PRIMUS --

NOW!

WE'LL ONLY SAY THIS ONCE:
YOU MUST NOT MISS NEXT ISSUE!!!
OKAY, YOU'VE BEEN WARNED!

16

Stan Lee PRESENTS: THE FALCON IN SNAPPING (PART III)

J. M. DeMATTEIS SCRIPTER | MIKE ZECK PENCILER | JOHN BEATTY INKER | JOHN MORELLI LETTERER | BOB SHAREN COLORIST

TO THE WORLD HE IS BOTH CONGRESSIONAL HOPEFUL SAM WILSON -- AND THE HIGH-FLYING SUPER HERO CALLED THE FALCON! BUT TONIGHT, ON THIS HARLEM ROOFTOP, YET A THIRD PERSONALITY HAS VIOLENTLY BURST TO THE SURFACE!

YOU DIG THIS, REVEREND GARCIA-- AND YOU DIG THIS GOOD! CALL ME SAM ONE MORE TIME AN' I'LL DO MORE THAN DECK YOU -- I'LL KILL YOU, Y'HEAR?!

I AIN'T SAM! I'M "SNAP!" "SNAP" WILSON!!

IT WAS THE *RED SKULL* WHO MADE ME INTO THAT STINKING UNCLE TOM! IT WAS HIM AN' HIS *COSMIC CUBE* WHAT MESSED UP MY MIND --

--AN TRIED TO USE ME TO GET BACK AT THAT HONKY *CAPTAIN AMERICA!*

I BEEN TRYING T'COME BACK OUT ALL THESE YEARS-- BUT THAT CRUMB SAM KEEPS PUSHIN' ME BACK IN! BUT I'M OUT NOW, SUCKER--

--AN' THIS TIME -- "SNAP" IS HERE TO *STAY!*

NO. YOU ARE NOT THIS... "SNAP." IF THERE IS ANYTHING I KNOW FOR SURE -- IT IS THAT.

YOU...*CREATED* "SNAP"--OUT OF PAIN... OUT OF FEAR ... WHEN FIRST YOUR FATHER, THEN YOUR MOTHER, WERE TAKEN FROM YOU BY SENSELESS ACTS OF VIOLENCE.

BUT THAT IS *NOT* WHO YOU ARE, SAM!

GARCIA--

--YOU TALKIN' CRAZY!!

SMAK

DID THAT GIVE YOU SATISFACTION, SAM? DID THAT MAKE YOU FEEL ANY BETTER?

OH, REVEREND... I'M SO SORRY... I DON'T KNOW WHAT'S HAP-PENING TO ME... I DON'T KNOW *WHAT* I'M FEELING!

IT'S ALL RIGHT, SAM. YOUR MIND-- IS FIGHTING TO STAY ALIVE... TO THROW OFF THE LIES THAT HAVE HAUNTED YOU!

YOUR MIND IS FIGHTING FOR THE *TRUTH*, SAM!

TRUTH, REVEREND?

WHICH TRUTH!?

THAT SAM WILSON IS REALLY JUST A FIGMENT OF THE SKULL'S WARPED IMAGINATION? THAT THE FALCON OWES HIS EXISTENCE TO CAPTAIN AMERICA'S DESIRE FOR A NEW PARTNER?

THAT I'M REALLY A TWO-BIT PUNK WITH ICEWATER IN HIS VEINS?

SAM, WAIT! RUNNING AWAY WILL NOT SERVE ANY PURPOSE! YOU--

FORGET IT, REVEREND! I'M LEAVING! *ALL* OF US ARE --

--LEAVIN'?!

SKKK

REDWING!

YOUR PET HAS MORE SENSE THAN YOU, SAM! THE BIRD KNOWS YOU MUST STAY -- THAT YOU *MUST* LISTEN TO WHAT I HAVE TO SAY!

THERE IS SO MUCH HIDDEN INSIDE YOU-- SO MUCH YOU HAVE NOT ALLOWED YOUR-SELF TO REMEMBER!

BUT I KNOW IT *ALL*, SAM!

3

I KNOW OF THE CHILD WHO WORSHIPPED HIS FATHER -- *MY FRIEND*--THE REVEREND WILSON! I KNOW THAT AFTER HIS MURDER, YOU TRIED TO FILL HIS SHOES, TO TAKE ON THE WORLD'S SUFFERING, TO BECOME EVERYTHING YOUR FATHER WAS -- AND *MORE!*

BUT YOU WERE JUST A *BOY*, SAM!

AND, WHEN YOUR MOTHER, TOO, WAS MURDERED IN THE STREETS, YOU BECAME HURT... CONFUSED! YOU FELT YOUR FATHER'S IDEALS -- HIS COMPASSION -- HAD ONLY SUCCEEDED IN LEAVING YOU AN ORPHAN!

SO YOU RETREATED, SAM --

--INTO A PERSONA THAT WAS EVERY-THING YOU HAD *DENIED* IN YOURSELF!

YOU RETREATED INTO YOUR OWN SHADOW--AND "SNAP" WAS BORN! BUT, TO SUIT HIS OWN EVIL PURPOSES -- THE RED SKULL PEELED AWAY THE NEW SKIN YOU HAD GROWN -- AND RELEASED THE DECENT MAN HIDDEN WITHIN.

EVEN THEN, THE PAIN INSIDE YOU WAS TOO GREAT--YOU WOULD NOT ALLOW YOURSELF TO REMEMBER THE PAST!

HEAR ME, SAM: YOU ARE NOT "SNAP!" NOR ARE YOU THE PERFECT REPLICA OF YOUR FATHER THAT YOU ALWAYS WANTED TO BE!

YOU ARE A FINE, DECENT MAN--FLAWED AS ANY OTHER WHO SINCERE-LY WISHES TO BUILD A BETTER WORLD.

"YOUR FATHER DID NOT MAKE YOU THAT MAN--NOR DID THE RED SKULL OR CAPTAIN AMERICA.

"YOU *ARE* THAT MAN!

" SO IN GOD'S NAME STOP TRYING TO HIDE BEHIND MASKS -- AND LET THAT MAN *BE!!*

" SET THE TRUE SAM WILSON *FREE!!*"

AND, ALL AT ONCE... 4

... HE **DOES** REMEMBER!

AND, WITH THE FLOOD OF MEMORIES -- COMES A FLOOD OF TEARS!

FOR A MOMENT, IT SEEMS TO SAM AS IF IT IS HIS **FATHER** HE CLUTCHES TIGHTLY IN HIS ARMS -- HIS **FATHER** WHO HOLDS HIM SO CONFIDENTLY, SO REASSURINGLY.

BUT THE MOMENT PASSES -- TOO SOON...

TH-THANK YOU, REVEREND--

--MORE THAN WORDS CAN SAY!

I **DID** FIND THE TRUTH. I KNOW NOW WHO I AM. WHAT I AM. AND NEVER IN MY LIFE HAVE I FELT SO--

--FREE!!

HIS SOUL IS FLYING. HE MUST SOAR WITH IT, ONE LAST TIME...

... HE MUST SOAR **WITH** IT.

5

LATER, AT SAM WILSON'S CAMPAIGN HEADQUARTERS...

...AILY BUGLE

SAM WILSON COMES CLEAN

CONGRESSIONAL CANDIDATE DISCLOSES SECRETS OF PAST

SUNNY AND MILD TODAY DETAILS P. 75

...THAT WAS A GOOD THING YOU DID, SAM HONEY.

CALLING THAT PRESS CONFRENCE -- EXPLAINING WHAT YOU'VE BEEN GOING THROUGH -- ABOUT YOUR... COMING TO *GRIPS* WITH THINGS...

I DON'T KNOW HOW THIS IS GOING TO AFFECT YOUR CAMPAIGN, BUT AT LEAST ALL THE SKELETONS ARE OUT OF THE CLOSET. IT'S UP TO THE VOTERS NOW.

WELL, SARAH -- WE'VE HEARD FROM MY BEST GIRL AND MY CAMPAIGN MANAGER -- WHAT'S MY *SISTER* GOT TO SAY ON THE SUBJECT?

I'M HAPPY, SAM -- I'M JUST HAPPY.

I GUESS I HAVE YOU TO THANK FOR ALL THIS, SIS. IF YOU HADN'T SENT REVER-END GARCIA OUT TO LOOK FOR ME, I'D NEVER HAVE --

REVEREND GARCIA? Y'KNOW, I DID THINK OF ASKING HIM TO HELP US FIND YOU, BUT I HEARD HE WAS OUT OF TOWN FOR A FEW WEEKS, AND --

OUT --

--OF --

-- TOWN?!

MY MIND! GARCIA *TOLD* ME IT WAS MY MIND... FIGHTING TO STAY ALIVE! JUST AS IT ONCE CREATED "SNAP" AS AN ESCAPE -- IT MUST HAVE CREATED GARCIA TO HELP ITSELF BECOME *WELL* AGAIN!

YES -- IT *MUST* HAVE BEEN MY MIND! OR WAS IT --

-- SOMETHING *MORE*? 6

END

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CAPTAIN AMERICA™

HOW CAN CAP BE FIGHTING STEVE ROGERS WHEN HE *IS* STEVE ROGERS?

MZ/JB

Stan Lee PRESENTS: CAPTAIN AMERICA!®

OF MONSTERS AND MEN

J. M. DeMATTEIS
SCRIPTER

MIKE ZECK
PENCILER

JOHN BEATTY
INKER

JOHN MORELLI
LETTERER

BOB SHAREN
COLORIST

MARK GRUENWALD
EDITOR

JIM SHOOTER
EDITOR-IN-CHIEF

--BECAUSE YOU'RE CAPTAIN AMERICA!

NO HE'S NOT, BERNIE. AND HE'S NOT STEVE ROGERS, EITHER! HE'S A SHAPE-SHIFTING MUTATE CALLED PRIMUS--

--AND HE'S EXTREMELY DANGEROUS!

BERNIE, LISTEN TO ME! THAT'S MY OLD ENEMY THE CHAMELEON! HE'S A MASTER OF DISGUISE--

--AND HE'S EXTREMELY DANGEROUS!

THEN HELP ME, STEVE! HELP ME!

IN HEAVEN'S NAME, BERNIE--LOOK INTO MY EYES! LISTEN TO MY VOICE! NO MATTER HOW CONVINCING PRIMUS HAS BEEN--YOUR HEART MUST KNOW THE TRUTH!

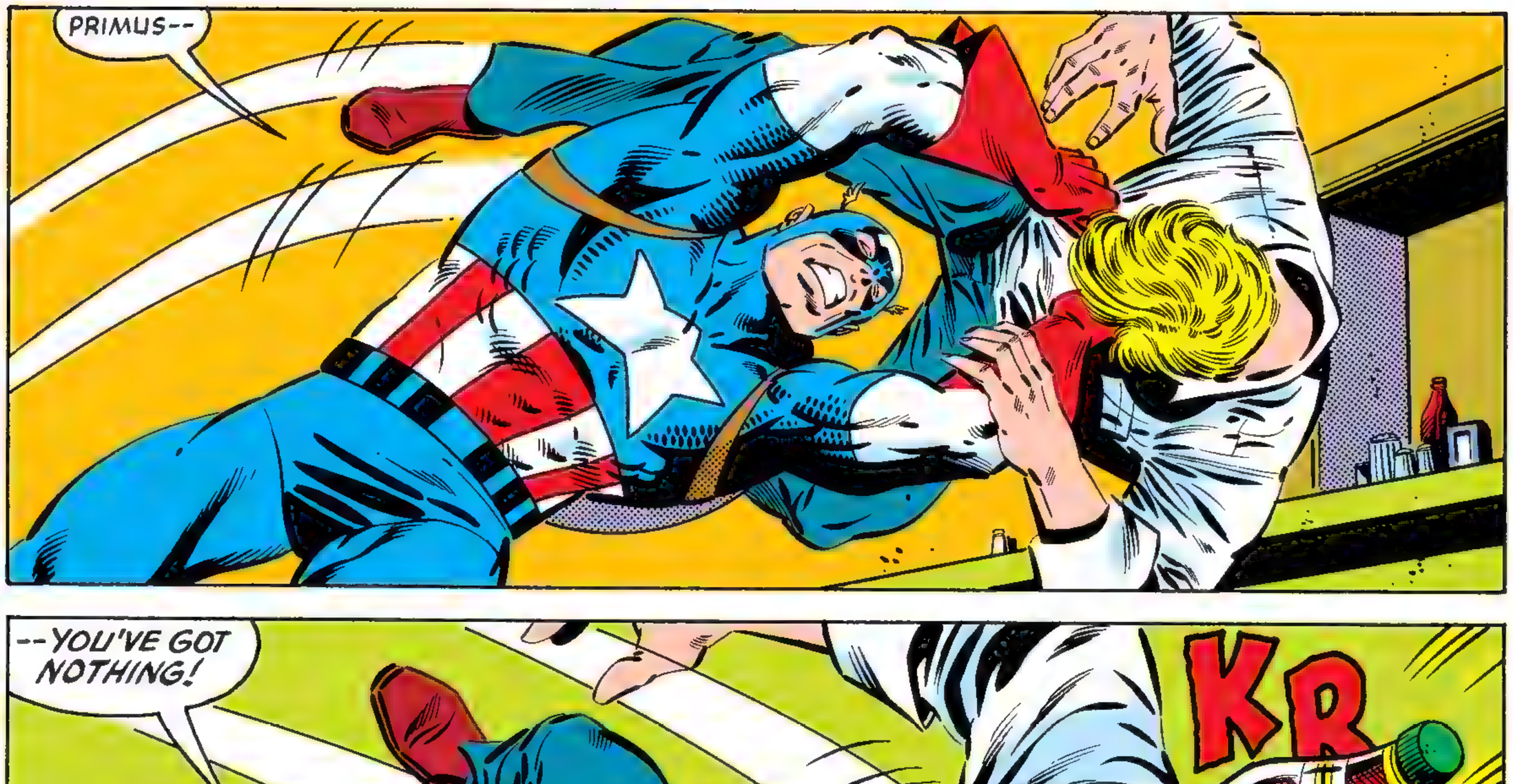
N-NO... THIS IS TOO INSANE! IT... MAKES NO SENSE!

PLEASE, BERNIE-- DON'T LOOK FOR LOGIC-- JUST LISTEN TO YOUR--

--HEART?!

FOOLISH OF YOU TO TURN YOUR BACK ON ME, CHAMELEON! YOUR CHARADE IS OVER! I'VE GOT YOU NOW!

2


PRIMUS--
--YOU'VE GOT NOTHING!
KRASH
THERE IS SO MUCH MORE HE WANTS TO SAY...

BASH
...BUT FOR ONCE, THIS MAN SO LAUDED FOR HIS ELOQUENCE CANNOT FIND THE WORDS.

ALL HE KNOWS--IS RAGE!
STEVE!
3

DO YOU HEAR HOW SHE CRIES OUT IN CONCERN? IT IS *ME* HER HEART BLEEDS FOR, CAPTAIN--

WHOMP!

--ME!

WHAM

"ME!!"

HE'S SO UNBELIEVABLY FAST... AND POWERFUL... THAT I CAN'T--

KRUD

AS AMERICA'S GREATEST HERO TUMBLES INTO UNCONSCIOUSNESS, "STEVE ROGERS" LAUGHS-- A BLOOD-CURDLING CACKLE, STRIPPED BARE OF ALL HUMANITY.

4

IT IS THAT CHILLING LAUGHTER THAT FINALLY BREAKS THROUGH BERNIE ROSENTHAL'S HAZE OF DISBELIEF. SHE ACCEPTS THE IMPOSSIBLE.

BUT WITH ACCEPTANCE--COMES FEAR!

THE TERROR IN YOUR EYES MAKES IT CLEAR THAT MY IMPERSONATION IS NO LONGER... EFFECTIVE--AND THE APPEARANCE OF YOUR SHIELD-BEARING LOVER MAKES IT EQUALLY CLEAR THAT MY PARTNER, MY FRIEND, THE SON OF BARON ZEMO, HAS MET DEFEAT!*

THUS, I DISCARD ILLUSION--AND STAND BEFORE YOU AS I TRULY AM!

PRIMUS, THE MUTATE!

YOU'RE NOT HUMAN! YOU'RE NOT HUMAN! YOU'RE NOT HUMAN!

*LAST ISSUE.

ACCEPTING THE IMPOSSIBLE IS ONE THING, STARING AT IT, FACE-TO-FACE, QUITE ANOTHER. AND SO, BERNIE'S MIND DOES THE ONLY LOGICAL THING IT CAN DO IN THE FACE OF SUCH HORRIFYING ILLOGIC:

IT SHUTS DOWN.

FAINTED.

I HAD NO WISH TO SEE THIS HAPPEN, BERNADETTE, I BEAR YOU NO ILL WILL. THROUGH MY PRESENCE, HERR BARON AND I SOUGHT TO BRING RUIN ONLY ON THE CAPTAIN--

--TO INFECT AND DESTROY HIS PERSONAL LIFE AS HE TOTALLY DESTROYED ZEMO'S!

ZEMO IS FINISHED, PRIMUS--AND SO ARE YOU!

CONSCIOUS SO SOON, CAPTAIN? YOUR RECUPERATIVE POWERS ARE COMMENDABLE!

DINER

BUT PRIMUS HAS NO TIME TO WASTE ON COMMENDATIONS. PRIMUS IS ALONE AGAIN--AS HE WAS BEFORE HERR BARON FOUND HIM--

5

--AND SO PRIMUS MUST PLAN!

YOU'RE NOT GOING ANYWHERE, PRIMUS! ESPECIALLY NOT WITH BERNIE!

AS YOU STAGGER TOWARD ME, I HAVE ONLY TO THINK MY FORM INTO THE MORE CONVENIENT SHAPE OF *DOUGHBOY*--

YOU ARE STILL DAZED, CAPTAIN. STILL WEAK. YOUR CHANCES OF STOPPING ME ARE NEGLIGIBLE.

--AND, THROUGH HIM, ABSORB YOUR WOMAN--

"--AND TAKE TO THE SKIES!"

NO!!!

YES.

IN LESS TIME THAN IT TAKES TO DRAW A BREATH, PRIMUS IS GONE...

...AND CAPTAIN AMERICA IS LEFT ALONE WITH AN ANGER AND DISGUST AIMED AS MUCH AT ***HIMSELF*** AS HIS FOE!

6

THE FIFTH AVENUE MANSION HEADQUARTERS OF THE AVENGERS, LATER THAT MORNING...

STOP PACING, CAP--

--THANKS TO THE DATA S.H.I.E.L.D. PROVIDED US WITH, I SHOULD HAVE THIS PSYCHOMETER REWIRED TO TRACE MUTATE BRAIN WAVES IN JUST A MINUTE. IF YOUR FRIEND PRIMUS IS ANYWHERE WITHIN A HUNDRED MILES, THIS BABY'LL FIND HIM.

IT HAD BETTER, MISTER! UH... SCRATCH THAT, IRON MAN. MY NERVES ARE TALKING, NOT ME.

I DON'T THINK I'VE EVER FELT SO SHAKEN... SO... CONSUMED.

CONSUMED? BY WHAT?

GUILT. A GUILT I THOUGHT I'D BURIED LONG AGO. MAYBE YOU CAN EXPLAIN IT, SHELLHEAD--

--WHY DOES EVERYONE I CARE ABOUT BECOME... MARKED BY SOME DARK DESTINY? BUCKY AND SHARON, AT LEAST, LIVED WITH DANGER EVERY DAY. THEIR DEATHS, HOWEVER TRAGIC, WERE IN THE LINE OF DUTY. BUT ARNIE AND MICHAEL... AND NOW BERNIE... ZEMO USED THEM--

-- SIMPLY BECAUSE THEY HAD THE MISFORTUNE OF KNOWING STEVE ROGERS!

CAP--ALL OF US WHO CHOOSE TO PUT ON THESE CRAZY COSTUMES AND FIGHT THE GOOD FIGHT LIVE WITH A UNIQUE BRAND OF INSANITY.

THAT MEANS IT'S NEVER EASY FOR US-- OR OUR LOVED ONES. BUT WE CAN'T LET IT GET TO US. WE CAN'T GO GRASPING FOR CRUTCHES...

BEEEEEEPP

SORRY TO INTERRUPT, AVENGERS.

FURY!

I WANT TO TALK TO YOU, MISTER S.H.I.E.L.D. DIRECTOR!

I'VE HAD IT UP TO HERE WITH YOUR COMMANDO TACTICS! WHEN RUNCITER AND HER MEN CAME BLUNDERING INTO ZEMO'S CASTLE,* THEY NOT ONLY GAVE ZEMO THE CHANCE TO ESCAPE--

--BUT THEY NEARLY *MASSACRED* INNOCENT BEINGS IN THE BARGAIN.

*LAST ISSUE.

YEAH. I KNOW. BUT LOOK, CAP--

SAVE THE EXCUSES, FURY! I DON'T WANT TO HEAR THEM!

LISTEN. I JUST WANTED TO TELL YOU THAT OUR DOCS DID ALL THEY COULD TO PATCH UP THE DAMAGE YOUR PAL ARNIE'S ROOMMATE SUSTAINED IN ZEMO'S MIND-TRANSFER MACHINE, BUT--

"--HE *DIED* A FEW MINUTES AGO."

CAP, I--

WHATEVER IT IS, IRON MAN--

--DON'T SAY IT!

INTERLUDE.
THIS UPPER EAST SIDE TOWN-HOUSE HAS BEEN STANDING FOR OVER A CENTURY. IN THEIR TIME, MANY MEN AND WOMAN HAVE MADE THEIR HOMES HERE, LIVING LIVES OF WEALTH AND POWER...
...AND INDOLENCE...
≥Sigh≤ I JUST CAN'T SEEM TO WAKE UP TODAY SARAH. ANOTHER CUP OF COFFEE, PLEASE.
HAVE YOU SEEN MY HUSBAND THIS MORNING, DEAR?
NO, MA'AM. MR. BURNS HAS BEEN LOCKED AWAY IN HIS STUDY SINCE LAST NIGHT. AND HE LEFT STRICT ORDERS NOT TO BE DISTURB-ED.
SINCE LAST NIGHT? DR. WASHINGTON WARNED HIM ABOUT KEEPING SUCH RIDICULOUS HOURS!
I SWEAR THAT MAN SPENDS SO MUCH TIME ON HIS BUSINESS THAT IT'S GOING TO BE THE--
--DEATH OF HIM--*
AAAHHHH
INTERLUDE ENDS.
9

LAKEWOOD, NEW JERSEY.

KAMP ARROWHEAD

BEFORE MISMANAGEMENT AND A SHAKY ECONOMY JOINED FORCES TO CLOSE IT DOWN, **CAMP ARROWHEAD** PULSATED WITH YOUTH AND LIFE.

BUT NOW, THE CAMP'S SOLE INHABITANTS ARE THE GHOSTS OF SUMMERS PAST...

...AND THE MONSTERS OF TODAY.

DO NOT BE AFRAID! PRIMUS WILL NOT HARM YOU IN ANY WAY! IF ONLY I COULD WASH AWAY YOUR FEAR AND MAKE YOU UNDERSTAND!

WH-WHO-- **WHAT**-- ARE YOU?

I AM PRIMUS THE MUTATE... PRIMUS THE ARTIFICIAL MAN!

BUT MY CREATOR--THE GENETIC ENGINEER, **ARNIM ZOLA**--MADE AN ERROR WHEN HE BROUGHT ME FORTH FROM RECONSTRUCTED TISSUE --

--FROM HIS TEST TUBES AND TWISTED DREAMS--

--HE MADE ME TOO WELL!

UNLIKE HIS OTHER MUTATES, PRIMUS WAS CAPABLE OF INDEPENDENT THOUGHT... OF FEELING... OF DESIRE!

10

BUT THE MASTER TREATED ME AS A-- PET! WHEN I DARED VOICE MY THOUGHTS OF INDEPENDENCE* HE FORCED MY MERGER WITH THE CREATURE CALLED **DOUGHBOY**--LITTLE DREAMING THAT I WOULD LATER IMPOSE MY WILL ON ZOLA'S LESSER CREATION--

--AND TAKE COMMAND OF IT!

* CAP #210.

WHEN I FOUND BARON ZEMO SEARCHING FOR CLUES TO MY MASTER'S WHEREABOUTS, I ALSO FOUND MY FIRST FRIEND! THE FIRST MAN EVER TO TREAT ME AS AN ***EQUAL!***

TOGETHER, WE CONTINUED THE MASTER'S WORK... BUT WITH A DIFFERENCE. ***OUR*** MUTATES WERE HYBRIDS: ***LIVING MEN*** MOLDED INTO NEW AND BETTER LIFE FORMS.

IT WAS MY DREAM TO UNITE HUMANITY AND MUTATE IN A NEW WORLD ORDER THAT WOULD RISE UP TO ***SAVE*** THIS BELEAGUERED PLANET!

SAVE THE PLANET? HOW? BY ***MURDERING*** CAPTAIN AMERICA?

DON'T YOU SEE HOW INSANE THAT IS!?

DON'T ***YOU*** SEE? IT ***HAD*** TO BE DONE?

I HAD TO ***PROVE*** MYSELF TO ZEMO BY HELPING HIM DESTROY HIS MOST HATED ENEMY!

IT WAS THE ONLY WAY!

KRIK

MY GOD... HE NEARLY BROKE MY WRIST! HE'S LIKE A CHILD! SO FULL OF CONTRADICTIONS... SO UNAWARE OF THE CONSEQUENCES OF HIS ACTIONS!

YOU'RE IN IT DEEP THIS TIME, BERNIE! I GUESS THAT'S WHAT YOU ***GET*** FOR FALLING IN LOVE WITH A LIVING LEGEND!

I AM... CONFUSED. WITHOUT ZEMO-- I HAVE NO GUIDANCE.

I-- I HAVE NO ***FRIEND!***

PERHAPS THAT IS WHY I BROUGHT YOU HERE. TO BE MY FRIEND.

YOU ARE SO--DIFFERENT. I HAVE NEVER KNOWN A WOMAN BEFORE. LAST NIGHT, WE--

DON'T *TALK* ABOUT LAST NIGHT!

I THOUGHT YOU WERE STEVE. I THOUGHT--

JUST SAY THE WORD, BERNADETTE,--

--AND I CAN *BE* STEVE--

--OR ANY-

--OTHER--

--MAN--

--YOUR HEART DESIRES!

YOU WILL REMAIN HERE WITH ME, BE MY FRIEND. TEACH ME OF HUMANITY. IN TIME, I WILL FIND ZEMO. THE WORK WILL BEGIN ANEW. FOR YOU, PRIMUS SHALL CREATE THE MOST *WONDROUS* MUTATE BODY OF ALL! I--

TAP TAP TAP

12

NO.

KRUNCH!

YES!

13

WHANNG

LET'S MAKE THIS QUICK, PRIMUS. I'VE HAD A BELLYFUL OF BLOOD AND DEATH SINCE YOU AND ZEMO REARED YOUR HEADS--

--AND I DON'T SEE ANY REASON FOR IT TO CONTINUE!

MAKE IT EASY ON ALL OF US. SURRENDER. *NOW.*

NO.

YOU, WHO BROUGHT SUCH AGONY TO MY DEAR ZEMO DO NOT DESERVE TO LIVE.

AND IN YOUR DEATH, PRIMUS SHALL FIND HIS DESTINY!

GOT TO KEEP MOVING... STAY ON THE DEFENSIVE!

PRIMUS HAS ENOUGH RAW STRENGTH TO BREAK ME *APART* IF HE GETS HIS HANDS ON ME!

14

I SHALL CRUSH THE LIFE FROM YOU, IN ZEMO'S NAME, AND THEN LET MANKIND KNOW WHAT A BEAST YOU TRULY ARE!

PRIMUS AND ZEMO SHALL BE HAILED AS HEROES! MAN AND MUTATE SHALL WALK TOGETHER AS ONE!

AND A NEW AND BETTER WORLD SHALL--

--BEGIN?!

HOW CAN YOU SPEAK OF A NEW AND BETTER WORLD, PRIMUS, WHEN YOU AND ZEMO SO CALLOUSLY TRANSFORMED MEN INTO MONSTERS--

--AND TREATED THEM WORSE THAN ARNIM ZOLA TREATED *YOU!*

YOU DO NOT UNDERSTAND! ONCE YOUR DEATH HAD BEEN ACHIEVED, OUR MUTATES WOULD HAVE BEEN SET FREE!

FOOL! WITH ME DEAD, ZEMO WOULD HAVE ABANDONED THE MUTATES *AND* YOU-- WITHOUT A SECOND THOUGHT!

NEVER!!

15

MOMENTARILY STUNNED, HIS PERCH CRUMBLING TO SPLINTERS, THE STAR-SPANGLED AVENGER CANNOT MANEUVER CLEAR OF HIS ARTIFICIAL ANTAGONIST.

NO, HE CAN ONLY FALL, LIKE A WOUNDED BIRD...

...INTO PRIMUS'S WAITING HANDS!

YOU WILL SPEAK NO MORE LIES ABOUT MY FRIEND ZEMO! DO YOU HEAR!

NO MORE LIES!!

SMAK

OH MY DEAR GOD! PRIMUS IS COMPLETELY OUT OF CONTROL! HE'LL *KILL* STEVE UNLESS I *DO* SOMETHING!

BUT WHAT *CAN* I DO-- EXCEPT STAND HERE LIKE A HELPLESS FOOL... AND WATCH?

"WHAT AM I THINKING?! I MAY NOT BE THE WASP OR THE SHE-HULK--

KRAK

"--BUT I'M NOT ABOUT TO LET THE MAN I LOVE *DIE*--

WUDD

"--BECAUSE I WAS TOO SCARED TO MOVE!"

16

IT'S SAID THAT THERE IS A FINE LINE BETWEEN COURAGE AND STUPIDITY-- AND PERHAPS BERNIE ROSENTHAL HAS JUST CROSSED IT. BUT LOVE DOESN'T REASON, OR WEIGH THE ODDS. LOVE SIMPLY...

...ACTS!

LET HIM GO, YOU STINKING MONSTER! YOU'RE KILLING THE KINDEST, MOST DECENT MAN I'VE EVER KNOWN!

NOW LET--

--HIM--

--GO!!

YOU CALL *HIM* KIND-- AND *ME* A MONSTER? BUT HE IS THE CRUEL ONE... THE BEAST... AND I THE MAN!

YOU'RE NOTHING BUT A NO-GOOD, MURDERING, INHUMAN *ANIMAL!*

BERNADETTE, PLEASE! DO NOT SAY SUCH THINGS!

I HAVE ONLY TRIED TO DO WHAT IS RIGHT! WHY THEN HAS SO MUCH GONE WRONG?!

OH, JEEZ-- HE'S CRYING! WHO WOULD'VE THOUGHT!

PRIMUS, DON'T YOU SEE? WHAT STEVE SAID WAS TRUE!

ABOUT ZEMO... ABOUT *ALL* OF IT!

PERHAPS I *BEGIN* TO SEE... A LITTLE--

--HOW MUCH I HAVE YET TO LEARN ABOUT MEN... AND ABOUT *MYSELF!*

17

PRIMUS HAS WRONGED YOU, BERNADETTE-- AND WRONGED THE ONE YOU LOVE. I HOPE YOU CAN FIND IT IN YOUR HEARTS TO... FORGIVE ME.

THERE IS MUCH PRIMUS MUST THINK ABOUT IN THE DAYS TO COME. AND, PERHAPS, ONCE I HAVE SET THE DEMONS IN MY HEART TO REST--

--WE WILL MEET AGAIN.

WOW. DID I JUST DO WHAT I *THINK* I DID? DID I JUST *SAVE*-- CAPTAIN AMERICA?

B-BERNIE ... ARE... YOU ALL... RIGHT...?

WIIWW!

Shhh. DON'T TALK, STEVE. DON'T SAY A SINGLE WORD.

JUST LET ME HOLD YOU.

WIIWW

FOUR DAYS LATER.

I C-CAN'T BELIEVE MICHAEL'S GONE, STEVE.

HE WAS ALL I HAD-- ALL I WANTED.

HE WAS... EVERYTHING TO ME.

I WISH I COULD SAY SOMETHING TO EASE YOUR PAIN, ARNIE-- BUT I *CAN'T.*

NO STIRRING SPEECH--CAN BRING MICHAEL BACK TO YOU.

BLAST IT, ARNIE-- THIS WOULD NEVER HAVE HAPPENED IF NOT FOR ME.

I SEEM TO LEAVE A TRAIL OF DEATH AND MISERY IN MY WAKE. IT'S LIKE A CURSE!

19

BUCKY, SHARON, MICHAEL, YOU, BERNIE... HOW MANY *OTHER* VICTIMS THAT I'VE FORGOTTEN OVER THE YEARS?

WILL I EVER HAVE A NORMAL LIFE? WILL THIS MADNESS EVER *END*?

IT'LL END WHEN YOU *LET* IT END, STEVE!

CAN YOU HEAR YOURSELF? DO YOU SEE WHAT YOU'RE DOING? THIS IS *MY* TIME-- *MY* GRIEF--

--BUT YOU'RE SO WRAPPED UP IN SELF-PITY, IN A PATTERN YOU'VE BEEN FOLLOWING FOR DECADES--

--YOU WON'T EVEN ALLOW ME TO *MOURN*!

NO! WE'VE GOT TO STAND AT MICHAEL'S GRAVESIDE AND FEEL SORRY FOR POOR STEVE ROGERS!

WELL, THERE'S NOTHING TO FEEL SORRY *ABOUT*, STEVE!!

20

YOU SAY YOU WANT A NORMAL LIFE, BUT TELL ME: *WHAT'S NORMAL?* IF YOU THINK IT'S AN IDYLLIC EXISTENCE WITHOUT PAIN OR SUFFERING -- THEN YOU'RE CHASING A DREAM!

BLAST IT, STEVE, YOU'RE A HERO... A *LEGEND!* MORE THAN THAT, YOU'VE GOT A CAREER, FRIENDS -- AND A WOMAN WHO LOVES AND ACCEPTS YOU FOR *WHAT YOU ARE!*

SO STOP BLAMING YOURSELF FOR THE WORLD'S ILLS AND GRAB HOLD OF WHAT YOU HAVE!

I DON'T KNOW. MAYBE YOU'VE SPENT SO MUCH TIME REACHING FOR IDEALS, THAT YOU CAN'T SEE THE GOOD THINGS -- WHEN THEY'RE RIGHT THERE IN YOUR --

--HANDS?

A-ARNIE...

21

PRELUDE:

PEOPLE SAY IT'S SO DANGEROUS WALKING IN CENTRAL PARK AT NIGHT. ME, I THINK IT'S JUST URBAN PARANOIA.

I HEAR YOU. I'VE BEEN LIVING HERE MY WHOLE LIFE, AND NEVER *ONCE* HAS ANYONE SO MUCH AS--

--TOUCHED--

--ME--

HOWIE... OH GOD, HOWIE--

"--LOOK!

"LOOK!!"

THAT'S IT, CHILDREN-- SCAMPER AWAY WITH YOUR TAIL BETWEEN YOUR LEGS! DON'T FORGET TO INFORM THE MEN-IN-BLUE!

AFTER ALL, WE *DO* WANT EVERYONE TO SEE OUR HANDIWORK SO THAT ALL OF NEW YORK CITY CAN KNOW FOR SURE--

-- THAT *THE SCARECROW* IS BACK--

--AND OUT FOR *BLOOD!!*

DON'T MISS NEXT ISSUE!

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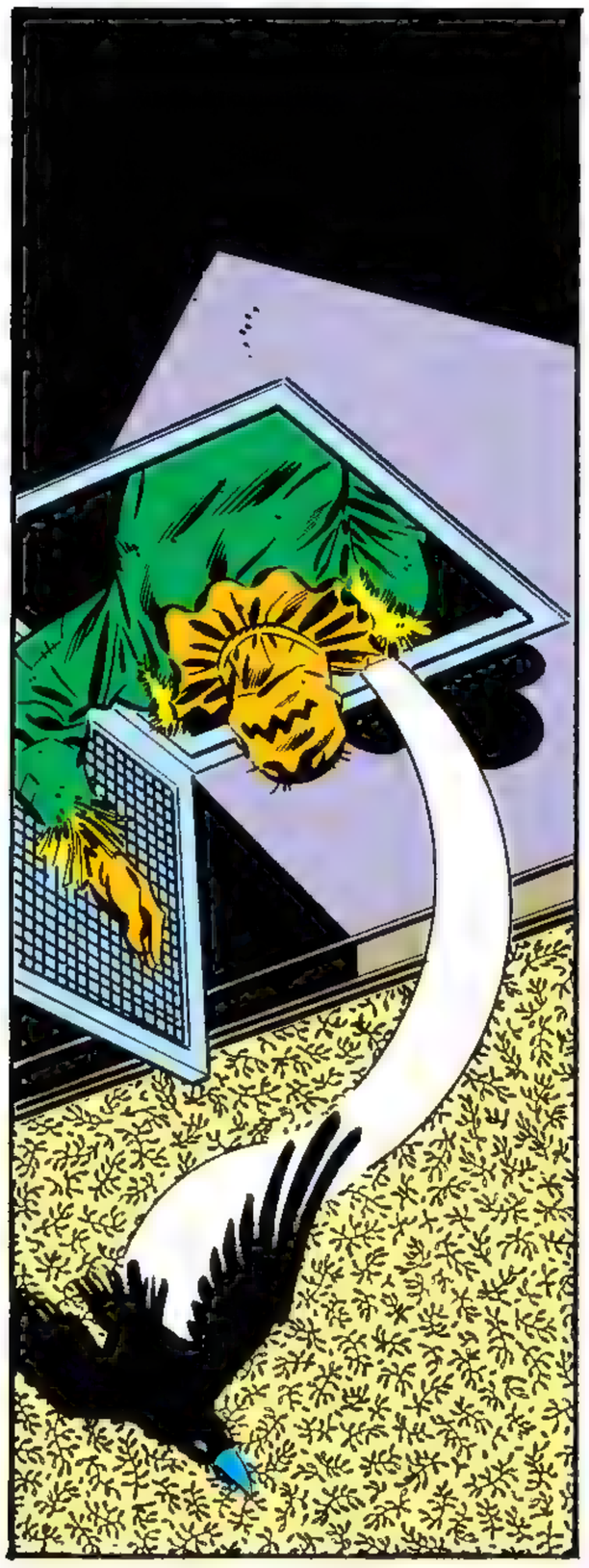
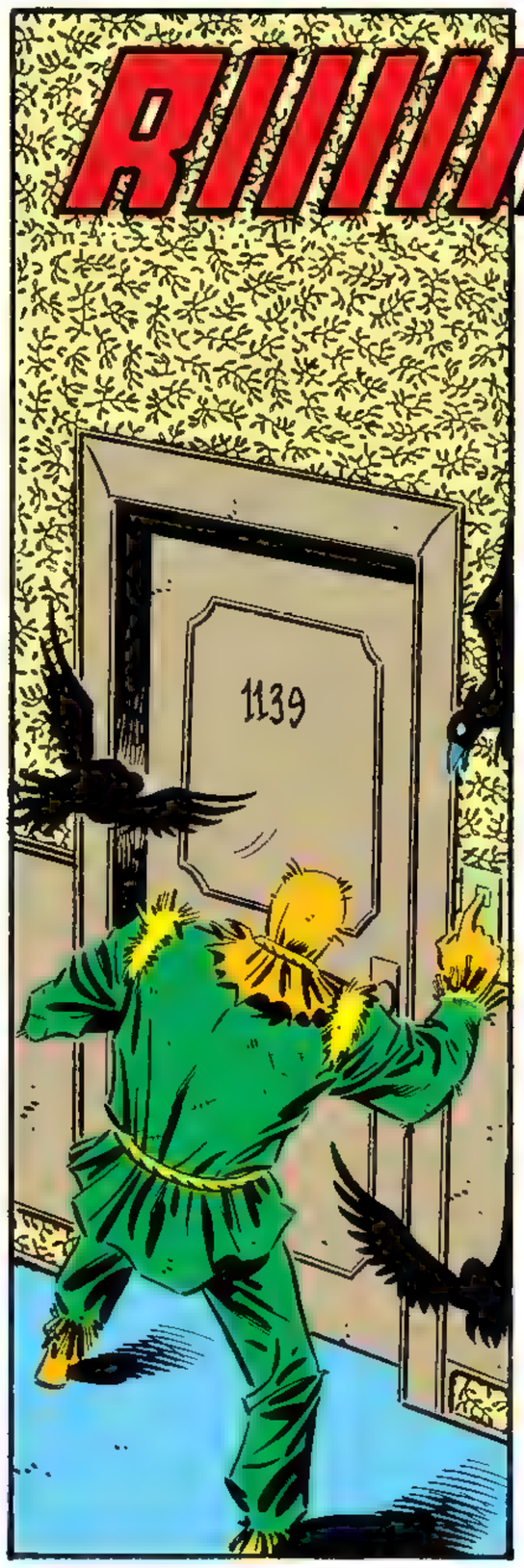
CAPTAIN AMERICA™

THE SINISTER *SCARECROW* IS BACK--AND HE'S OUT FOR *BLOOD!*

ZECK/BEATTY

Stan Lee presents: CAPTAIN AMERICA!®

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THE DOORBELL...?
MY WORD! IT'S PAST MIDNIGHT!
2

NOW WHO THE--

--DEVIL...?

SKRAW W

YAAAAAAAAAAAAAA!!

THAT CAME FROM BUCKLEY'S APARTMENT!

ARE YOU SURE IT WASN'T JUST HIS TELEVISION TURNED UP TOO LOUD?

YOU KIDDING? BUCKLEY SPENDS SO MUCH TIME WITH HIS NOSE IN BOOKS-- I DOUBT HE KNOWS WHAT A TELEVISION *IS!*

WELL, THEN-- SOMEBODY'D BETTER CALL --

3

-- SECURITY...*

OH, MY--! A D-DOCTOR! G-G-GET A DOCTOR!

FORGET THE DOCTOR *AND* SECURITY--

"--WHAT *HE* NEEDS IS AN *UNDERTAKER!*"

NEW YORK IS A CITY OF CONTRADICTIONS, WHERE HOPE AND FUTILITY, SIN AND SALVATION, CULTURE AND CORRUPTION, ALL MINGLE AS ONE. IT IS AMERICA IN MICROCOSM...

... AND PERHAPS THAT'S WHY THIS STAR-SPANGLED SENTINEL MAKES HIS HOME HERE--FOR HE IS THE UNITED STATES INCARNATE--THE CUSTODIAN OF HER HIGHEST HOPES AND DREAMS--

--CAPTAIN AMERICA!

THESE PAST WEEKS, IT'S FELT LIKE AN UNEXPECTED HURRICANE HAS COME ALONG --UPROOTING EVERYTHING IN MY LIFE!

ONCE M

AMERIC

AGAIN

SO MUCH HAS HAPPENED SO QUICKLY--MY OLD FRIEND ARNIE'S REAPPEARANCE, BERNIE'S DISCOVERY THAT STEVE ROGERS AND CAPTAIN AMERICA ARE ONE IN THE SAME, THE RETURN OF BARON ZEMO'S SON, ARNIE'S ROOMMATE'S MURDER AT THE HANDS OF THAT SON--

--EVENT PILING HARD UPON EVENT--

4

--AND IT SEEMED TO COME TO A HEAD WITH ARNIE'S WORDS TO ME AT MICHAEL'S GRAVESIDE!

IN HIS ANGER, HE FORCED ME TO SEE--PERHAPS MORE CLEARLY THAN I ***WANTED*** TO--WHAT A FOOL I'VE BEEN BY GIVING IN, TIME AND TIME AGAIN, TO MY OWN INNER DEVILS--TO THE GUILT AND SELF-PITY THAT HAVE GNAWED AT ME FOR DECADES!

HE MADE ME REALIZE HOW ***LUCKY*** I AM TO HAVE FRIENDS... A WOMAN LIKE BERNIE TO LOVE AND ACCEPT ME... TO HAVE--***LIFE!*** BUT REALIZATION IS ONE THING--PUTTING A HARD LEARNED LESSON TO PRACTICAL USE IS QUITE ANOTHER!

NOBODY KNOWS BETTER THAN ME HOW HUGE THE GAP IS BETWEEN IDEALS--AND REALITY!

BUT THERE'LL BE TIME ENOUGH LATER TO PONDER PROFUNDITIES. RIGHT NOW, I'VE GOT A PAIR OF ERRANDS TO TAKE CARE OF--

--STARTING WITH--

--THE COALITION FOR AN UPSTANDING AMERICA, I PRESUME?

HOLY--! I DON'T BELIEVE IT! IT'S REALLY HIM!

CAPTAIN AMERICA--***HERE?!***

WE ARE... HONORED BY YOUR PRESENCE, CAPTAIN--BUT, AS YOU CAN SEE, WE'RE IN THE MIDDLE OF A VERY IMPORTANT BOARD MEETING, AND--

AMERICA AS IT ONCE WAS

AMERICA AS IT COULD BE AGAIN

THIS WON'T TAKE LONG, MR...?

McARTHUR. JAMES WINSTON McARTHUR SR. -- CHAIRMAN AND FOUNDER OF THE COALITION.

THEN YOU'RE THE MAN I WANT TO TALK TO!

I'VE SEEN YOUR POSTERS, MR. McARTHUR, AND I --

YOU'VE SEEN 'EM, HUH? WHAT DO YOU THINK? TERRIFIC, AREN'T THEY?

I WANT THEM DOWN.

HUH?

NOW SEE HERE, CAPTAIN -- WE HAVE YOUR WRITTEN PERMISSION GRANTING US THE RIGHT TO USE YOUR IMAGE IN OUR CAMPAIGN --

-- DON'T WE, MR. PUBLICITY DIRECTOR?

WELL... UH...

I WAS *TRYING* TO CONTACT THE CAPTAIN FOR *MONTHS*... TELEGRAMS TO AVENGERS MANSION, ADS IN ALL THE PERSONAL COLUMNS... BUT I DIDN'T HAVE ANY SUCCESS, SO --

-- I JUST WENT AHEAD AND HAD THE POSTERS PRINTED UP. I MEAN, I *KNEW* CAPTAIN AMERICA OF *ALL* PEOPLE WOULD BE WITH US.

WHO THE DEVIL *ARE* YOU PEOPLE?

THE COALITION REPRESENTS A GROUP OF CONCERNED CITIZENS -- MEN AND WOMEN OF CONSIDERABLE WEALTH --

-- WHO HAVE BANDED TOGETHER TO SPEAK OUT AGAINST THE EROSION OF MORAL VALUES IN OUR COUNTRY TODAY... MOST NOTABLY IN THE MASS MEDIA. WE'RE NOT KOOKS OR RELIGIOUS FANATICS, CAPTAIN --

-- WE JUST *CARE.*

6

WE'LL BE USING OUR DOLLARS TO WAGE WAR AGAINST IMMORALITY! OUR AD CAMPAIGN WILL REACH THE HEARTS OF THE AMERICAN PEOPLE... LET THEM KNOW THAT WE CAN BE THEIR VOICE!

WE'VE GOT TWO MAJOR BOYCOTTS PLANNED... A NEW CABLE NETWORK ALMOST READY TO GO ON THE AIR... BENNETT ADVERTISING DOING THE BRUNT OF THE P.R. WORK...

...WE'RE AN IDEA WHOSE TIME HAS COME, CAPTAIN--SO WHAT DO YOU SAY? ARE YOU WITH US?

SON, CAPTAIN AMERICA REPRESENTS *ALL* THE AMERICAN PEOPLE-- THEIR HIGHEST DREAMS, THEIR GRANDEST IDEALS--

--AND NO SELECT GROUP --HOWEVER RIGHT-- *OR WRONG*-- CAN CLAIM ME FOR THEIR OWN!

I WANT THOSE POSTERS DOWN. *TONIGHT.*

BOY-OH-BOY, WILL YOU LISTEN TO THIS GUY TALK? DECENCY, MOM, AND APPLE PIE JUST DANCE OFF HIS TONGUE!

FACE IT, CAPTAIN--YOU'RE *ONE* OF US!

OH, SHUT UP, WILL YOU? WHAT'S THE POINT OF EVEN GOING ON WITH THIS NONSENSE AFTER ALL THAT'S HAPPENED?!

AFTER ALL THAT LUNATIC HAS DONE!

LUNATIC?

7

HAVEN'T YOU SEEN THE PAPERS? WE'VE BEEN MARKED FOR DEATH BY A MADMAN!

LET ME SEE WHAT YOU'RE TALKING--

--ABOUT...

ILY BU LE

CARECROW

ERS SHOCK CITY

PRESSURE GR

TARGETED B

COSTUME

KILLER

VICTIM

VICTIM

MARSH

SSING

MY WIFE. HE MURDERED MY WIFE. STAKED HER UP IN CENTRAL PARK LIKE A SIDE OF BEEF.

MY...

...WIFE--

GOOD LORD!

I AM TRULY SORRY, SIR. *TRULY.*

THE SCARECROW WON'T GET AWAY WITH THIS, THAT MUCH I CAN ASSURE YOU. HE WILL *NOT* GET AWAY WITH THIS... SLAUGHTER.

GRRRREAT! THEN WE'LL CONTINUE TO USE YOU IN OUR ADS --MAYBE EVEN WORK YOU INTO OUR CABLE TELETHON! THIS WAY WE CAN LURE THE SCARECROW OUT INTO THE OPEN, AND--

AS I SAID, I WANT THOSE POSTERS DOWN. *TONIGHT.*

GOOD DAY, GENTLEMEN.

THEN, A RED, WHITE AND BLUE STREAK--HE IS GONE.

I SWEAR, JIMMY, IF YOU WEREN'T MY *SON*--I'D--!

I KNOW, FATHER I KNOW.

THE SCARECROW, EH? MURDER WAS NEVER HIS STYLE--BUT MEN DO CHANGE OVER THE YEARS. AND, UNFORTUNATLY, MEN OF *HIS* ILK RARELY CHANGE FOR THE BETTER.

BUT WHY THIS COALITION AS HIS TARGET? WHAT POSSIBLE MOTIVE COULD HE HAVE FOR SUCH SENSE-LESS KILLING?

AND TO THINK I HAD THAT MANIAC IN MY HANDS A WHILE BACK!* I HAD HIM --AND HE GOT AWAY!

WHICH MAKES THIS A PERSONAL MATTER. *VERY* PERSONAL.

*CAP ANNUAL #6.

STRANGE... THE COALITION PICKS ME AS THEIR UNOFFI-CIAL REPRESENTITIVE -- THEN THE SCARECROW STARTS PICKING OFF THE COALITION. IS THERE A CONNECTION?

MAYBE THAT OVERBEARING P.R. MAN WAS RIGHT IN HIS COCKEYED WAY. MAYBE THE SCARECROW *IS* MURDERING THESE PEOPLE TO DRAW ME INTO A CONFRONTATION.

BUT *WHY?* THE SCARECROW AND I HAVE CLASHED IN THE PAST, BUT HARDLY ENOUGH TO JUSTIFY HIS CHOREOGRAPHING SUCH AN ELABORATE VENDETTA!

THE ONLY THING THAT'S CERTAIN IS THAT I'VE GOT TO STICK CLOSE TO THE COALITION. AND THIS IS ONE TIME *STEVE ROGERS* CAN BE OF MORE HELP THAN CAPTAIN AMERICA.

I RECIEVED A CALL YESTERDAY FROM BENNETT ADVERTISING -- CONCERING SOME FREELANCE WORK. AND BENNETT *IS* HANDLING THE COALI-TION'S CAMPAIGN, SO--

--AS MUCH AS I AM *LOATH* TO SEE ARTHUR BENNETT AGAIN--

9

"...IT'S INTO THE LION'S DEN!"

STEVE ROGERS!

WELL, HELLO, HELLO, HELLO!

I KNOW! BEFORE I SAY ANOTHER WORD, I'VE GOTTA APOLOGIZE FOR THE DUMB ANTI-SEMITIC REMARKS THE LAST TIME I SAW YOU.

BELIEVE ME, I DIDN'T MEAN IT. I'M JUST AN OVERWORKED, OVER TIRED, UNDERPAID, LOUDMOUTH. YAKKATA-YAKKATA. Y'KNOW?

I MEAN MY SISTER'S *MARRIED* TO A JEWISH GUY, FOR CRYIN' OUT LOUD!

*CAP #275.

NOW, C'MERE -- THERE'S SOME STUFF I WANT TO SHOW YOU! LOOK AT THIS, WILL YOU? TERRIBLE, RIGHT? THAT'S WHY WE NEED AN ARTIST WITH *YOUR* STYLE! WITH *YOUR* POWER!

THIS IS FOR THE COALITION FOR AN UP-STANDING AMERICA?

BENNET ADVERTISING

YOU'VE HEARD OF 'EM? THEN YOU KNOW WHAT A BIG DEAL THIS CAMPAIGN IS. LOTSA BUCKS. LOTSA *SWEAT* -- BUT LOTSA BUCKS.

SO C'MON, C'MON, C'MON -- WHAT DO YOU SAY? YOU WITH ME, ROGERS?

I'M WITH YOU... MR. BENNETT.

THAT'S WHAT I LIKE, A MAN WHO DOESN'T HOLD A GRUDGE!

BENNET ADVERTISING

C'MON, I'LL TAKE YOU TO LUNCH.

YOU CAN PICK THE RESTAURANT, OKAY? BUT HOW ABOUT CHINESE FOOD? I'M *CRAZY* ABOUT CHINESE FOOD. I MEAN, I COULD *MAINLINE* THE STUFF!

GIVE ME STRENGTH.

10

RHINEBECK, NEW YORK. THERE'S A STILLNESS THAT ENWRAPS THIS UPSTATE FARM LIKE A FUNERAL SHROUD... A HAUNTED SILENCE THAT ALMOST DARES SOUND TO INTRUDE UPON IT.

YET, IF ONE LISTENS CLOSELY-- VERY CLOSELY -- A MUTED CHATTER CAN BE HEARD FROM FAR UNDERGROUND.

FROM THE HIDDEN LAIR OF THE SANGUINARY-- SCARECROW!

... WILL NOT BE SWAYED BY VIOLENCE. DESPITE THESE MURDERS, DESPITE THE SCARECROW'S THREATENING NOTES--THE COALITION'S CAMPAIGN WILL CONTINUE!

I-I BROUGHT YOU SOME COFFEE AND DONUTS.

NOT NOW, ANTHONY. I'M LISTENING TO THIS POSTURING IDIOT PRATTLE.

THE LAUNCHING OF OUR CABLE NETWORK-- AND THE CONCOMITANT TELETHON-- WILL PROCEED AS PLANNED. A PRIVATE SECURITY FORCE HAS BEEN HIRED TO GUARD THE NEW STATION, OUR OFFICES... AND BOARD MEMBERS' HOMES!

WE REFUSE TO LET THIS MADMAN STOP US!

DID HE SAY... MADMAN?

I AM NOT A MADMAN!!

CURSE THOSE SANCTIMONIOUS, SELF-RIGHTEOUS, MORALLY-SUPERIOR--NINNIES!

SKRAS

THEY SEEM SO FLAWLESS-- SO...HOLY--ON THE OUTSIDE! BUT UNDERNEATH THEY'RE ALL MEN OF STRAW!

JUST LIKE HIM, ANTHONY! JUST LIKE HIM!!

WHATEVER YOU SAY... EBB!

DON'T CALL ME EBB!

I'M THE SCARECROW, DO YOU HEAR?!

♪tra-la-la-la-la! we're off to kill some ninnies!♪

WELL, WHAT ARE YOU WAITING FOR, DEAR BOY? THERE'S PLANNING TO BE DONE! GET ME A PEN AND PAPER!

YES, E--UH, SCARECROW.

12

A CHILLY NIGHT IN GREENWICH VILLAGE--FIVE DAYS LATER...

... BETWEEN COMBING THE STREETS FOR CLUES TO THE SCARECROW'S WHEREABOUTS, WORKING WITH BENNETT ON THE COALITION'S CAMPAIGN, AND KEEPING A DISCREET --AND DISTANT-- EYE ON THE BOARD MEMBERS, I'VE HARDLY HAD A CHANCE TO CATCH MY BREATH!

YET, WITH ALL THIS ACTIVITY, THE SCARECROW HASN'T SO MUCH AS SENT A NOTE IN ALMOST A WEEK! COULD THE PRESS CONFERENCE HAVE SCARED HIM OFF--

--OR IS THIS JUST THE LULL BEFORE THE STORM?

WELL, THE MUCH-PUBLICIZED TELETHON IS JUST A FEW DAYS OFF-- IF SCARECROW'S GOING TO REAR HIS LEERING STRAW HEAD AGAIN, IT'LL NO DOUBT BE THEN!

STRANGE. THIS PARTICULAR CASE HAS MADE ME... UNEASY--AND IT'S NOT JUST THE GRISLY MURDERS. THERE'S SOMETHING ABOUT THE COALITION ITSELF THAT GETS MY HACKLES UP. I CAN'T SAY I DISAGREE WITH THEIR GOALS. HAVING SEEN THIS COUNTRY FLY APART IN RECENT YEARS--

--I UNDERSTAND THE FIRE THAT DRIVES MEN TO WANT TO IMPROVE OUR LOT--TO SEE A RETURN TO A BETTER--MORE DECENT-- TIME.

BUT IT'S THEIR ***METHODS*** THAT LEAVE ME COLD. WHAT HAPPENS TO THE INDIVIDUALIST IN A LAND WHERE MORALITY IS WIELDED LIKE A CLUB? WHERE DECENCY IS DICTATED BY THOSE WITH THE LOUDEST VOICES -- AND THE GREATEST WEALTH?

SURE I'VE DONE MY SHARE OF MORALIZING! I SEEM TO HAVE DEVELOPED A PENCHANT FOR HIGH-FLOWN SPEECHES THE MINUTE I PUT ON THESE RED, WHITE, AND BLUE LONGJOHNS!

BUT I'VE ALWAYS TRIED TO STEER CLEAR OF THE LINE BETWEEN ***SHARING*** IDEAS-- AND ***RAMMING*** THEM DOWN PEOPLE'S THROATS!

13

I COULD CHEW THIS OVER ALL NIGHT-- AND NOT COME UP WITH ANY CLEAR, EASY ANSWERS.

IT'S JUST AS WELL THAT I PROMISED TO DROP IN ON ARTHUR BENNETT AND BURN THE MIDNIGHT OIL WORKING UP SOME NEW SUBWAY AND BUS POSTERS.

AH--HERE'S MY PORTFOLIO... JUST WHERE I LEFT IT!

MUCH AS I HATE TO ADMIT IT, I'VE COME TO ADMIRE BENNETT'S WORK... IF NOT BENNETT HIMSELF/ HE'S SINGLE-HANDEDLY BUILT HIS COMPANY UP FR--

WHAT THE DEVIL--?

"THOSE ARE CROWS! AND THEY'RE FLYING INTO... MY GOD!"

THAT'S BENNETT'S OFFICE!

WE'VE ALL BEEN SO BUSY DOGGING THE BOARD MEMBERS --THAT NO ONE THOUGHT TO KEEP TABS ON SUCH AN OBVIOUS TARGET!

DON'T STRUGGLE, MR. ADVERTISER! IT WILL ONLY HURT ALL THE MORE!

SKAW!

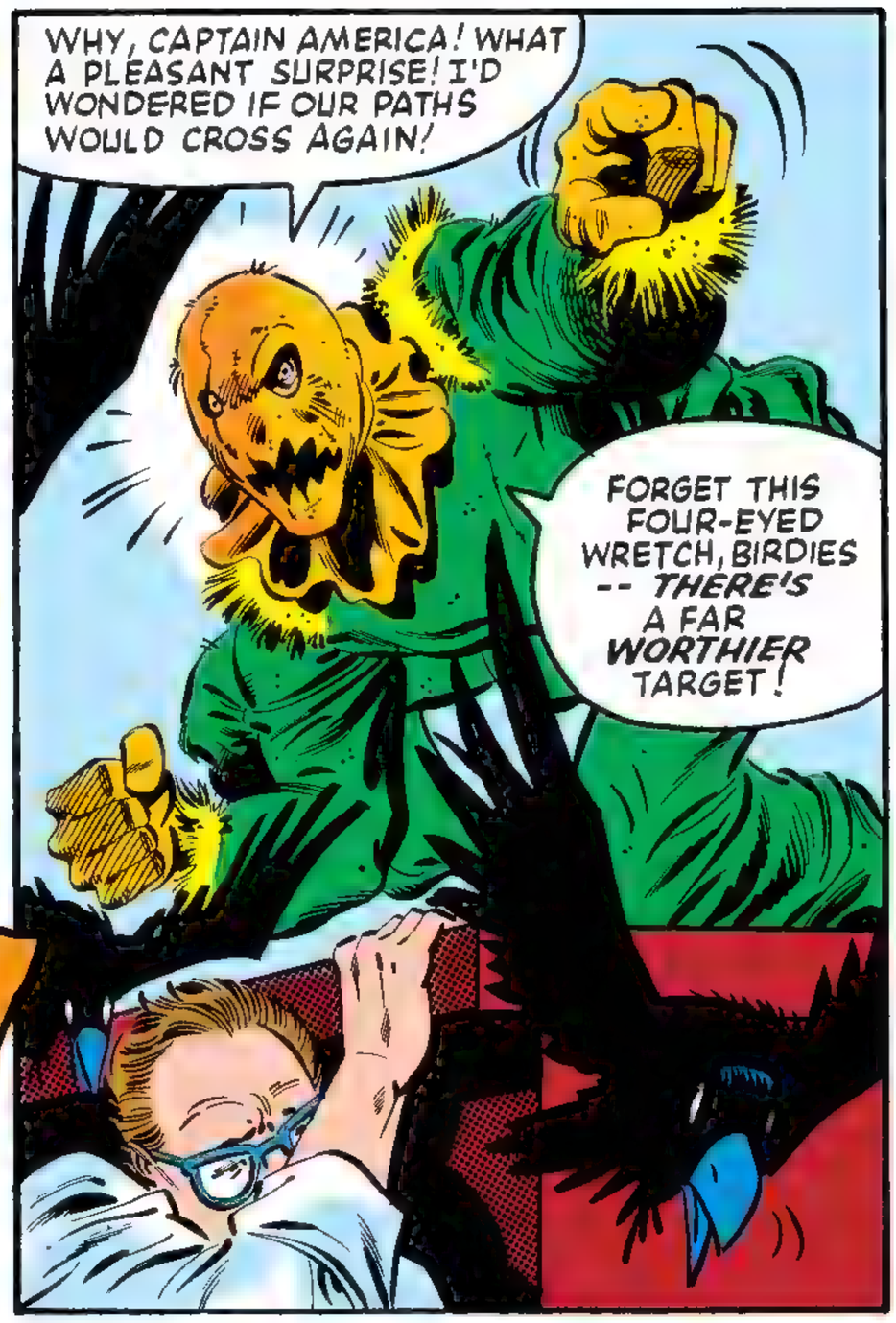
CAW

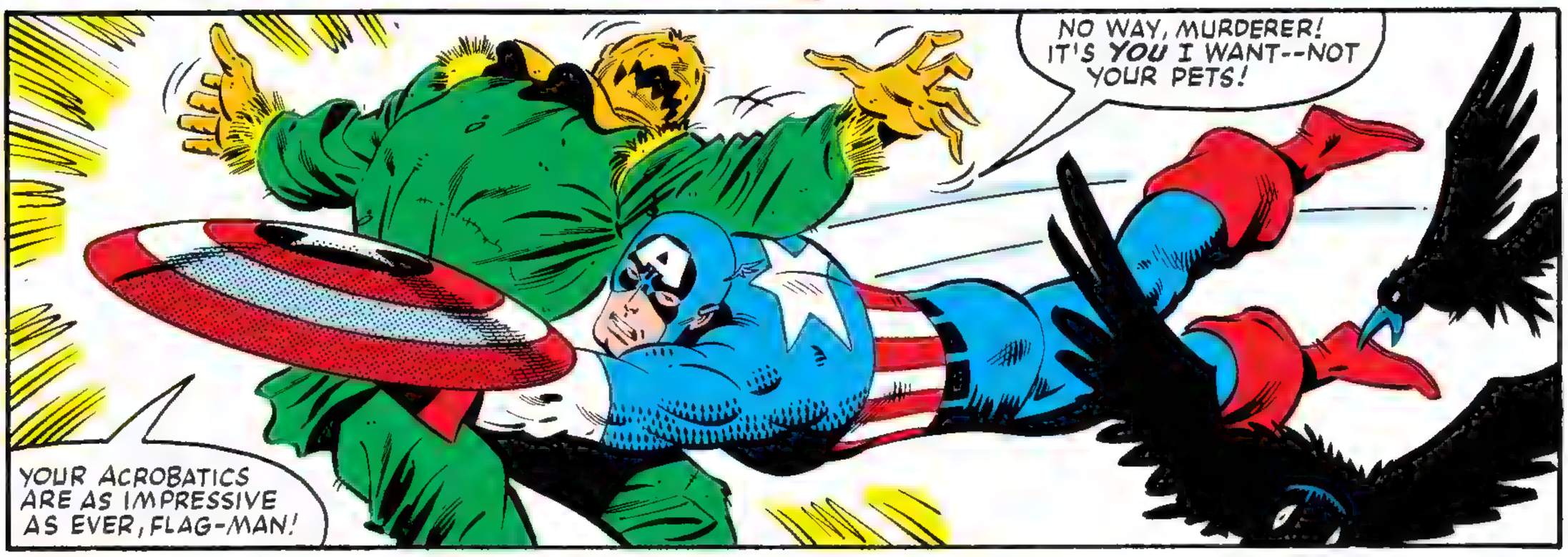
GET 'EM OFFA ME!

GET 'EM OFF!

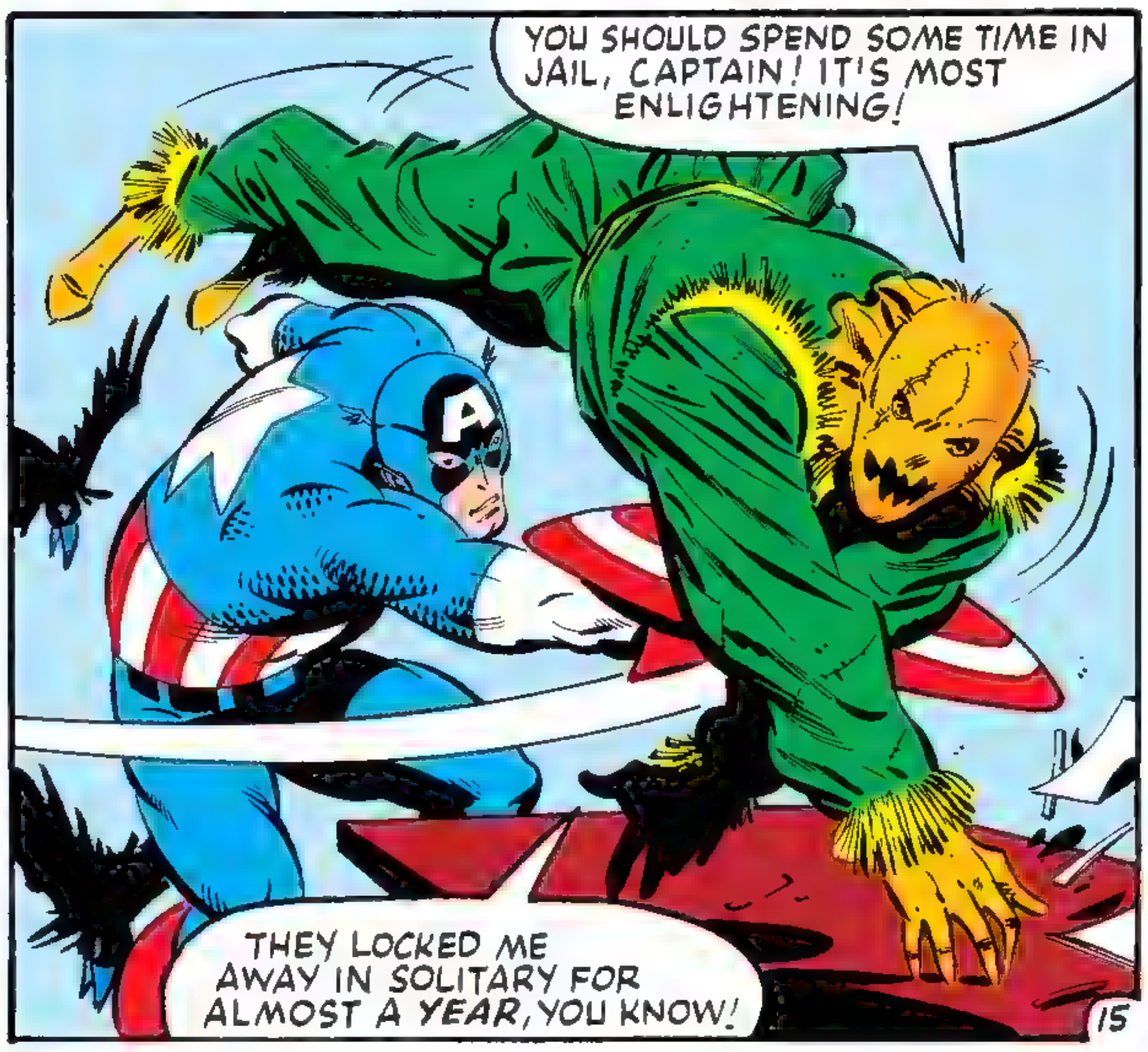
14

K-R-
YOU HEARD THE MAN, SCARE-CROW!
OFF!


WHY, CAPTAIN AMERICA! WHAT A PLEASANT SURPRISE! I'D WONDERED IF OUR PATHS WOULD CROSS AGAIN!
FORGET THIS FOUR-EYED WRETCH, BIRDIES -- THERE'S A FAR WORTHIER TARGET!


NO WAY, MURDERER! IT'S YOU I WANT--NOT YOUR PETS!
YOUR ACROBATICS ARE AS IMPRESSIVE AS EVER, FLAG-MAN!

BUT YOU FORGET THAT YOU ARE DEALING WITH A MASTER CONTORTIONIST!
--WHO CAN WRIGGLE OUT OF YOUR GRASP AS EASILY AS I WRIGGLED OUT OF JAIL!


YOU SHOULD SPEND SOME TIME IN JAIL, CAPTAIN! IT'S MOST ENLIGHTENING!
THEY LOCKED ME AWAY IN SOLITARY FOR ALMOST A YEAR, YOU KNOW!
15

I...CHANGED IN THERE! HAD A MINOR REVELATION, YOU MIGHT SAY!

I SAW THAT I HAD A FAR GRANDER DESTINY THAN THAT OF A MERE COSTUMED THIEF!

AH--BUT WHY BOTHER YOU WITH SUCH MORBID TALES?

I'LL BE ON MY WAY--AND LET MY BIRDIES DO THE TALKING!

HE'S USING THE CROWS AS A DIVERSION--DUCKING OUT THE WINDOW!

IT'S NOT GOING TO BE THAT EASY, SCARECROW! I'M COMING AFTER YOU!

DO THAT, CAPTAIN--AND MR. ADVERTISER MAY DIE! MUCH TO MY DELIGHT!

HA HA

BLAST HIM--HE'S RIGHT! BENNETT CAN'T BE LEFT ALONE IN THE SHAPE HE'S IN! *BUT*--!

FOR AN INSTANT, AMERICA'S GREATEST HERO PONDERS FOLLOWING THAT FADING TRAIL OF TWISTED LAUGHTER AND BATTERING THE SNEER FROM THE SCARECROW'S FACE.

BUT RAGE GIVES WAY TO REASON, AND...

OPERATOR. I NEED AN AMBULANCE. THIS IS AN *AVENGERS PRIORITY*. CODE CA14778.

16

AT LAST, THE MUCH-BALLYHOOED DAY HAS ARRIVED! IN THIRTY MINUTES, THE **C.U.A. CABLE NETWORK** GOES ON THE AIR.

116

SINCE MORNING, THE CROWDS HAVE BEEN QUEUEING UP OUTSIDE THIS MIDTOWN STUDIO. MANY HAVE COME OUT OF SIMPLE CURIOUSITY, OTHERS DRAWN BY A SENSE OF MORAL COMMITMENT. THEN THERE ARE THE FEW WHOSE TASTES RUN TO GORE AND TRAGEDY...

... WHOSE EARS STRAIN FOR THE CRY OF A CROW, WHOSE HUNGRY EYES SEARCH FOR ANY SIGN OF STRAW...

GLAD YOU TWO COULD MAKE IT-- BUT, BENNETT, ARE YOU SURE YOU SHOULD BE UP AND AROUND SO SOON?

THOSE PAIN-IN-THE-BUTT DOCTORS OF MINE WANTED ME TO STAY IN BED FOR A FEW MORE DAYS BUT I TOLD 'EM TO STICK IT!

I'M NOT THE KIND OF GUY WHO CAN LAY AROUND LIKE A LUMP WATCHING "FAMILY FEUD!" Y'KNOW?

BESIDES, MY CONDITION WASN'T AS SERIOUS AS THE MEDIA MADE IT SOUND. CAPTAIN AMERICA GOT ME TO THE HOSPITAL IN TIME TO SEE TO THAT!

THE PRESS IS HAVING A FIELD DAY WITH THIS SCARECROW THING. THEY'RE LIKE VULTURES -- WHIPPED UP INTO A FRENZY BY THE SCENT OF DEATH!

THAT'S WHY AMERICA **NEEDS** OUR STATION. WE'LL GIVE THEM HONESTY, INTEGRITY. A VOICE THEY CAN TRUST.

THE DREAM MY FATHER WORKED SO LONG AND HARD FOR WILL FINALLY BECOME-- REALITY.

PERHAPS.

BUT THERE ARE MANY REALITIES AND DREAMS-- AND SOME OF THEM ARE VERY -- **UGLY**.

IF YOU'RE WORRIED ABOUT THE SCARECROW, ROGERS, FORGET IT. THE COALITION'S SPENT A BUND ON SECURITY. **HOUDINI** COULDN'T GET IN HERE.

I HOPE.

17

SOON, ALL CONVERSATIONS DIE, KLIEG LIGHTS BEAM DOWN, THE DIRECTOR POINTS A SLIGHTLY-SHAKING FINGER, AND...

GOOD EVENING, LADIES AND GENTLEMEN. MY NAME IS JAMES McARTHUR, SENIOR -- AND I WARMLY WELCOME YOU TO THIS, THE *FIRST* ANNUAL TELETHON TO BENEFIT THE COALITION FOR AN UPSTANDING AMERICA.

COALIT
FOR AN
UPSTA
AMER

AND WITH ANY LUCK--

--IT WILL ALSO BE--

--THE *LAST!!*

SURPRISE, SURPRISE, BOYS AND GIRLS!

YOU DIDN'T REALLY THINK I'D LET THIS LITTLE PARTY GO ON WITHOUT ME, DID YOU?

AND IF YOU TAKE A LOOK AROUND, YOU'LL SEE THAT I'M NOT ALONE!

NOT MUCH SECURITY IN *THOSE* GUARDS, IS THERE?

AMERI

NOW, EVERYONE BEHAVE, AND THERE'LL BE NO *UNNECESSARY* DEATHS!

HOLY--! IT LOOKS LIKE THE COW FLOP HAS REALLY HIT THE FAN THIS TIME, ROGERS?

ROGERS!

ROGERS!!

18

I HOPE YOU'RE PAYING ATTENTION, AMERICA-- BECAUSE I'M ABOUT TO GIVE YOU A TELEVISION SHOW WITH AN EDGE OF GRITTY REALITY.

FORGET "MAGNUM P.I." AND "T.J. HOOKER!" WHEN THE SCARECROW KILLS THEM, THEY *STAY* DEAD!

MAESTRO IF YOU WILL...?

THERE IS A GRATING SOUND, METAL ON METAL...

...AND THEN, DESCENDING FROM THE RAFTERS...

"WWW."

A LOVELY SIGHT, ISN'T HE? LOOK CLOSELY, VIEWERS-- THIS IS THE KIND OF POMPOUS, PIOUS, TWO-FACED SLIME I'M GOING TO SAVE YOU FROM!

OH, MY GOD!!

FATHER!!

MY FATHER WAS LIKE THIS OBESE BAG OF WIND! HE WAS A MAN OF THE CLOTH! BUT HIS SERMONS WERE STRAW! HIS RELIGION WAS AIR!

HE WAS A BEAST! A SLUG! A DEMON!

LADIES AND GENTLEMEN, I GIVE YOU MY UNFORTUNATE BROTHER, ANTHONY. EVERY DAY THE BEAST WOULD LOCK ME, BEATEN, IN A CLOSET-- AND BATTER POOR ANTHONY'S HEAD AGAINST THE FLOOR. HIS FRAGILE BRAIN COULDN'T TAKE THE POUNDING! THE RESULT? MY BROTHER IS-- A SIMPLETON!

ISN'T THAT RIGHT, ANTHONY?

UH-HUH.

19

" IT WAS THIS WRETCHED LIFE THAT DROVE ME INTO THE ARMS OF CRIME... AND DROVE MY DARLING MOTHER TO HER GRAVE!

"DO YOU SEE NOW WHY I HAVE DECIDED TO STRIKE BACK AT THESE DUPLICITOUS MEN OF 'MORAL FIBRE'?"

THESE SWINE WHO ARE ALL AIRBRUSHED GLOSS ON THE OUTSIDE -- AND STRAW WITHIN.

I HAVE HERE A RECORDING I MADE WHEN I SURREPTITIOUSLY *BUGGED* DEAR MR. McARTHUR'S PRIVATE OFFICE!

" I THINK YOU'LL FIND THE FAT FOOL'S WORDS QUITE -- "

-- ENLIGHTENING.

... LET'S FACE IT, HARGROVE -- WE'RE GOING TO MAKE A FORTUNE OFF OF THIS COALI-TION THING! PEOPLE TODAY ARE SUCH FRIGHTEN-ED LITTLE MICE --

-- THAT IT'S ALMOST THE **DUTY** OF ENTERPRISING MEN LIKE US TO EXPLOIT THOSE FEARS. LORD KNOWS, IF **WE** DIDN'T, SOMEONE ELSE WOULD!

NO, IT'S GOT TO BE A LIE! HE... MUST'VE FAKED THE TAPES SOME-HOW!

OH, GOD -- PLEASE LET IT BE A LIE!

NO DOUBT SOME OF YOU ARE QUESTIONING THE VERACITY OF MY EVIDENCE. IT'S TIME WE PUT THEIR DOUBTS TO REST, ISN'T IT, HYPOCRITE?

WH-WHAT DO YOU M-MEAN?

I MEAN -- IT'S TIME TO TELL THE TRUTH!

TELL THEM!

20

Y-YES... YES! HEAVEN HELP ME-- BUT IT'S ALL TRUE!

I-I DIDN'T MEAN TO HURT ANYONE... I JUST... I JUST --

WHAT ARE YOU DOING?!

WHAT DO YOU THINK, MY FATUOUS FRIEND?

BUT I-I'M S-SORRY... I SWEAR I'LL NEVER DO IT AGAIN!

INDEED YOU WON'T!

AND NEITHER WILL YOU!

CAPTAIN AMERIOOFF!

WASTE HIM, MEN! WASTE HIM!

YOUR MEN WON'T BE WASTING ANYONE, SCARE-CROW! I'VE SEEN TO THAT! THE BLOODBATH IS OVER, DO YOU HEAR-- OVER!!

Y-YOU'RE NOT GOING TO HIT ME, ARE YOU?

21

SCARECROW, I DON'T THINK I COULD EVER FORGIVE MYSELF--

"--IF I DIDN'T!"

OH, PLEASE DON'T H-HIT ME AGAIN, DADDY DEAREST! P-PLEASE...

...DON'T HIT ME!

I CAN'T BELIEVE IT! I-I FEEL SORRY FOR HIM. AT LEAST *HE* HAD A *REASON!* BUT *YOU*, FATHER--

WAIT! THERE'S SOMETHING YOU DON'T UNDERSTAND! MY BROTHER DIDN'T HAVE A REASON *EITHER!*

E-EBB... HE JUST MADE EVERYTHING UP! OUR FATHER WASN'T A REVEREND--HE WAS A *FARMER!* A GOOD MAN--EVEN THOUGH HE WAS KINDA SIMPLE--LIKE ME!

WHY, MY NAME'S NOT ANTHONY! I-IT'S *R-RALPH!* EBB JUST THOUGHT ANTHONY WAS A BETTER NAME FOR A--WHAT DID EBB CALL IT--A CH-CHAUFFEUR!

Y'SEE, THIS LAST TIME IN PRISON, EBB WENT LOONEY! HE CAME OUT THINKING HE WAS SOMETHING HE *WASN'T!* BELIEVING ALL THESE THINGS THAT NEVER HAPPENED!

ALL THOSE PEOPLE WERE KILLED --*BECAUSE OF SOME CRAZY LIES!*

YES, BUT *WHOSE* LIES, RALPH?

WHOSE LIES?

NEXT SPIDER-WOMAN *and the* VIPER!

PLUS THE MOST *UNEXPECTED* GUEST STAR OF ALL!!

STAN LEE PRESENTS: CAPTAIN AMERICA!®

SHALL FREEDOM ENDURE...

NO, YOUR EYES ARE NOT PLAYING TRICKS ON YOU--

--AFTER MORE THAN THIRTY-FIVE YEARS, CAPTAIN AMERICA--LIVING LEGEND OF WORLD WAR II--AND HIS TEENAGE SIDEKICK, BUCKY BARNES, ARE BACK IN ACTION AGAIN!

SO FAR SO GOOD, CAP!

THE *DANGER'S* STILL AHEAD, SON! BE READY FOR ANYTHING!

BLACKMOOR ASYLUM

NEW EXCITEMENT IN CLASSIC MARVEL TRADITION--PROUDLY PRESENTED BY--

ROGER McKENZIE and LUKE McDONNELL
PLOT & SCRIPT — PENCILS

JOHN BEATTY
INKS

* DIANA ALBERS
LETTERS

* GLYNIS WEIN
COLORS

ALLEN MILGROM
EDITOR

CAP YOU WERE RIGHT! A TRAP!

NOT THE *FIRST*, BUCKY *OR* THE LAST.

TRAPPING US IS ONE THING--

HOLDING US IS ANOTHER MATTER ENTIRELY!

I WILL DO FAR *MORE* THAN HOLD YOU, KAPTAIN!

I WILL *CRUSH* YOU--FOR THE GLORY OF THE THIRD REICH!

THEN DO SO *BEFORE* THE CAMERA, STRYKER!

THE *FÜHRER* HIMSELF WISHES TO VIEW THE FILM OF THE *DEATH* OF CAPTAIN AMERICA!

IN *THAT* CASE HE SHALL HAVE A MASTERPIECE FOR HIS PERSONAL ARCHIVES! THIS PROTOTYPE HYDRAULICS POWERED COMBAT SUIT GIVES ME THE STRENGTH OF AN--

--IRON MAN!

2

EASY, SON... DON'T PANIC. REMEMBER WHAT... I'VE *TAUGHT* YOU...

STRENGTH ALONE IS MEANINGLESS--

--WITHOUT THE *SKILL* TO USE IT!

NEIN! IT IS *NOT* POSSIBLE! IT --

KATHAKK

ANYTHING IS POSSIBLE... WHEN A MAN FIGHTS FOR LIBERTY!

YOU SPOUT SLOGANS, KAPTAIN.

I PREFER FLAMES!

3

I AM *ARYAN*--ONE OF THE MASTER RACE! PURE... UNTAINTED... *SUPERIOR!*

WATCH OUT, SON! *MOVE!*

WILL DO, CAP! BUT DOES HE ACTUALLY *BELIEVE* THAT HOGWASH?

ZEALOTS ALWAYS *DO*, BUCKY.

REGARDLESS OF THEIR RACE OR COLOR.

KATHAAANG

THAT, ULTIMATELY, IS THEIR DOWNFALL.

YOU *KNOW* IT, CAP! THREE REICHS AND THEY'RE OUT!

4

GOTT IN HIMMEL!

NOT SO *FAST* CHUM. THE PARTY ISN'T OVER YET!

"UNCLE" ADOLPH'S WAITING FOR THIS FILM. BE A REAL *SHAME* TO DISAPPOINT HIM.

TELL HIM HIS LITTLE TRAP *DIDN'T* WORK.

AND WE'LL BE CELEBRATING CHRISTMAS IN *BERLIN* THIS YEAR!

THAT'S A *PROMISE* FROM CAPTAIN AMERICA AND HIS ACE CAMERA MAN--BUCKY!

I DON'T *GET* IT, STRYKER. WHAT'S AN OLD FILM CLIP GOT TO DO WITH US?

EVERYTHING.

WE'RE GOING TO *DESTROY* CAPTAIN AMERICA...

...JUST AS *HE* DESTROYED MY FATHER!

5

YOUR FATHER--?! THE GUY IN THE FANCY *SARDINE* CAN?

YOU FIND THAT *AMUSING* JACKSON?

N-NO! I DIDN'T MEAN NOTHIN' *HONEST!*

IT WAS HIS GREATEST INVENTION! HE *SHOULD* HAVE BEEN A *HERO* TO THE REICH!

INSTEAD, HE SPENT THE *REST* OF HIS LIFE IN AN ALLIED PRISONER OF WAR CAMP! AFTER THAT HE WAS *NEVER* THE SAME!

HE... HE DIED A *BROKEN* MAN...

STRYKER'S *CRAZY* AS THEY COME. BUT HE *PAYS* WELL...

NOW *WE'RE* GOING TO BREAK CAPTAIN AMERICA!

THAT'S BEEN TRIED *BEFORE*... WITH SPECTACULAR FAILURES!

BECAUSE OTHERS CHALLENGED THE LEGEND! *NOT* THE MAN! HE *HIDES* BEHIND A COLORFUL COSTUME... AN INDESTRUCTIBLE SHIELD!

STRIP AWAY THE *MYSTIQUE*-- REDUCE HIM TO HIS COMMON DENOMINATOR -- AND CAPTAIN AMERICA CAN BE *RIPPED* TO SHREDS!

6

SEVERAL WEEKS LATER, INSIDE THE NEWLY FINISHED WASHINGTON WAR PAVILLION JUST OUTSIDE ARLINGTON, VIRGINIA.

SCHEDULED TO OPEN TOMORROW, IT'S WITNESS TO A VERY SPECIAL GUEST TONIGHT...

GLAD YOU COULD MAKE IT ON SUCH SHORT NOTICE, CAP. WE'D LIKE YOUR APPROVAL OF OUR CAPTAIN AMERICA EXHIBIT BEFORE IT GOES ON PUBLIC DISPLAY.

FRANKLY, I'M A LITTLE LEERY ABOUT THIS EXHIBIT I'M AFRAID IT MAY BE VIEWED AS A GLORIFICATION OF WARFARE--

--BUT SINCE THE PROCEEDS ARE GOING TO CHARITY I GUESS THE END JUSTIFIES THE MEANS.

I COULDN'T AGREE MORE...

... ESPECIALLY WHEN THE MEANS JUSTIFIES YOUR END, FOOL!

AH, HERE WE ARE. YOUR EXHIBIT.

MAGNIFICENT, ISN'T IT?

IF THAT... *ABOMINATION*... IS YOUR SICK IDEA OF A JOKE--

IT *IS*... AND IT'S ON YOU!

BRING HIM DOWN!

I'VE BEEN SET-UP! THESE 'STATUES' ARE ALIVE-- AND *DEADLY!* A DESECRATION OF THE MEMORY OF THESE GREAT MEN!

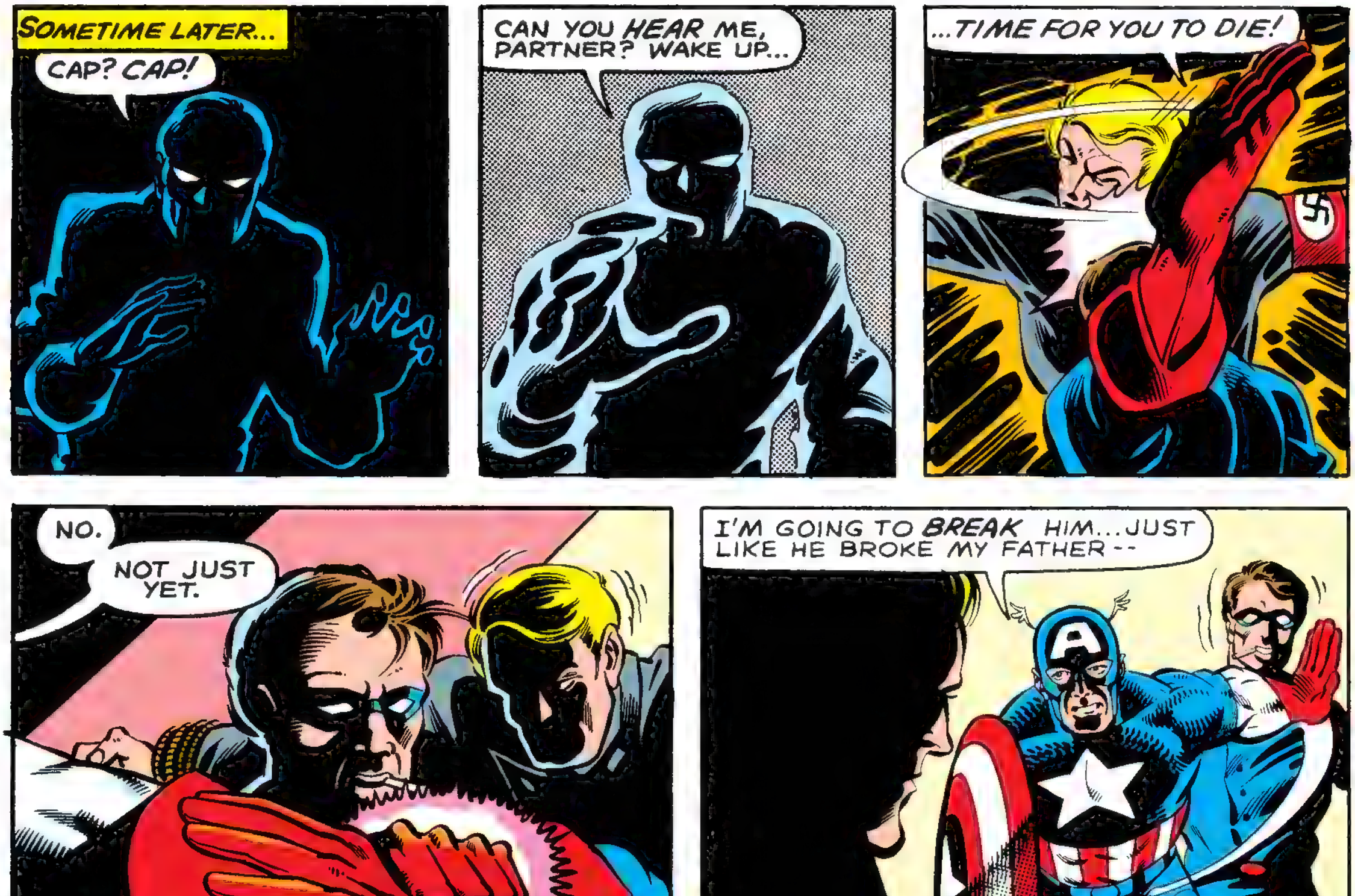
H-HE'S LIKE A HUMAN BUZZ-SAW! CAN'T HOLD HIM LONG! '*LINCOLN*,' WHERE'S THE SLEEPER?

RIGHT *HERE*, 'DOUG'!

SOME SORT OF... *MASK*... SOAKED WITH *CHLOROFORM*! CAN'T... BREATHE...

...*OR* GET IT LOOSE...

8


SOMETIME LATER...
CAP? CAP!
CAN YOU HEAR ME, PARTNER? WAKE UP...
...TIME FOR YOU TO DIE!
NO.
NOT JUST YET.
I'M GOING TO BREAK HIM...JUST LIKE HE BROKE MY FATHER --
ON FILM!
9

LOOK AT ME! TAKE A GOOD *LONG* LOOK!

I'VE *TAKEN* YOUR PRECIOUS UNIFORM... YOUR SHIELD...

BEFORE I'M DONE I'LL TAKE YOUR *PRIDE* AS WELL!

YOU OWE ME A *LIFETIME* OF PAIN! A FATHER I HARDLY KNEW!

THAT'S A *DEBT* I INTEND TO COLLECT--

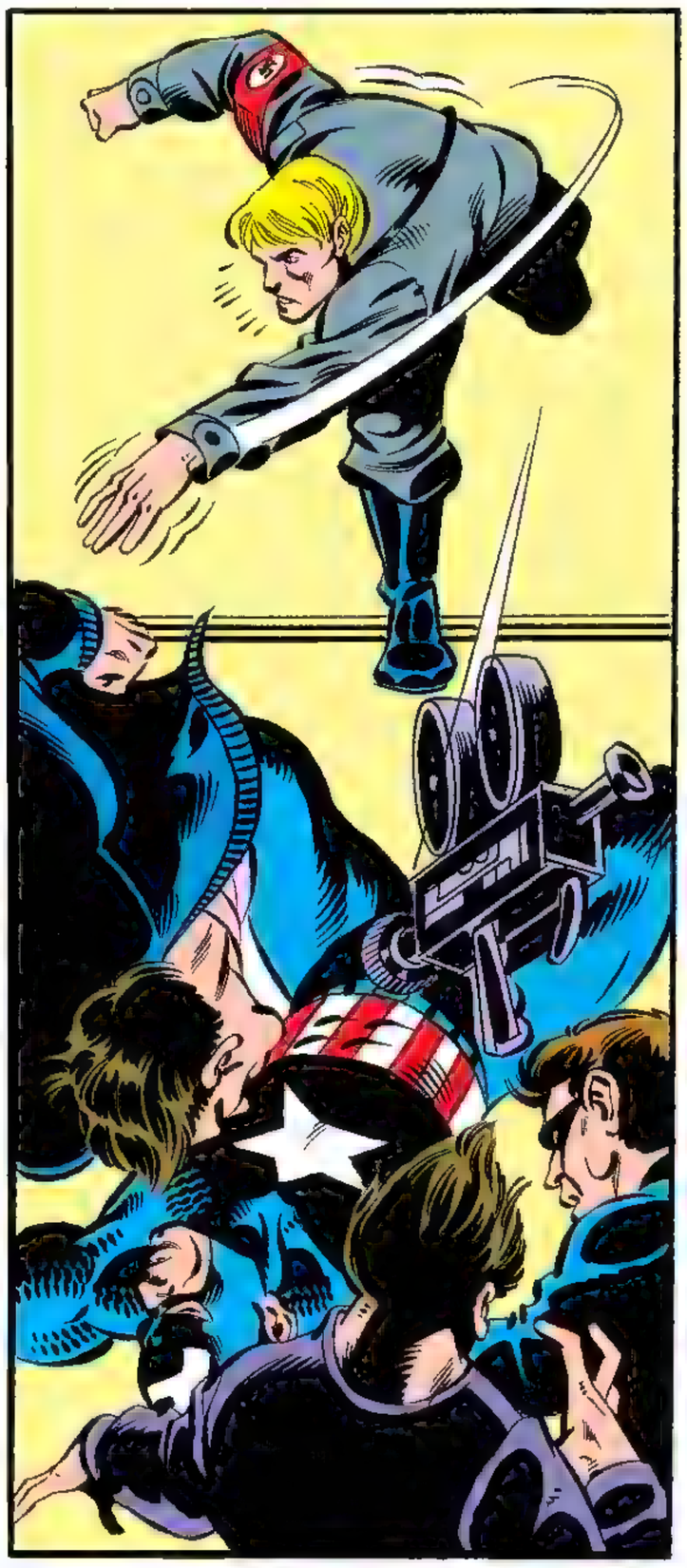
--*IN FULL MEASURE!*

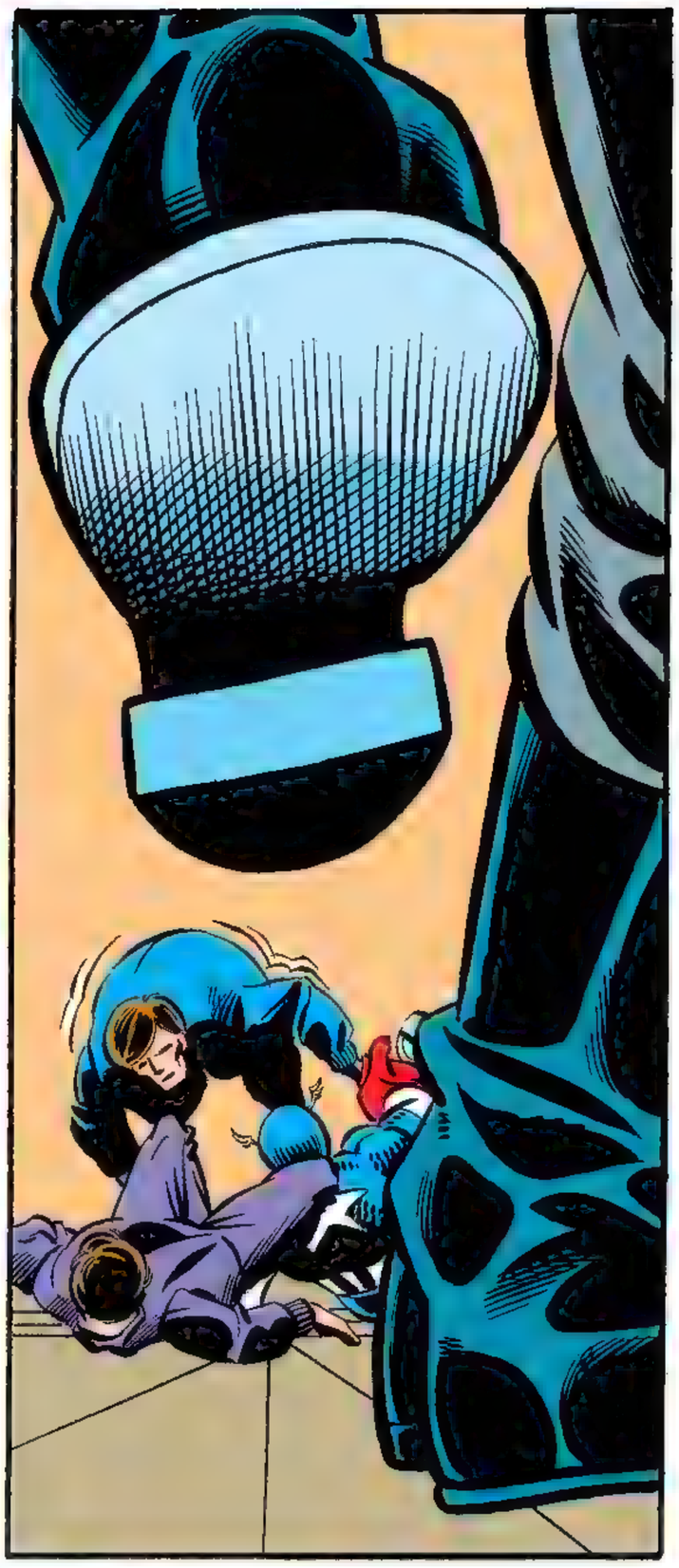
BEG, CAPTAIN AMERICA! *PLEAD* FOR YOUR WORTHLESS LIFE! *RENOUNCE* YOUR COUNTRY... YOUR FLAG--

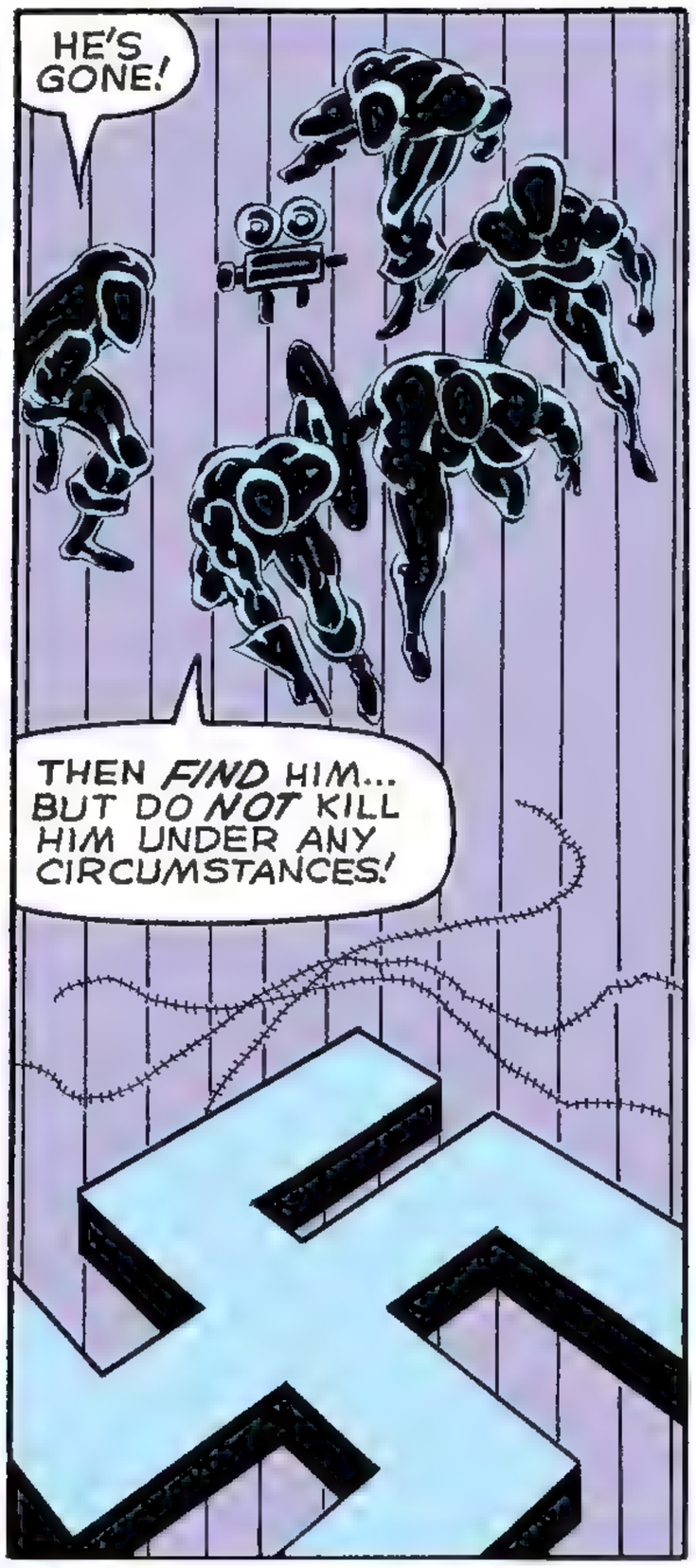
EVERYTHING YOU HOLD DEAR!

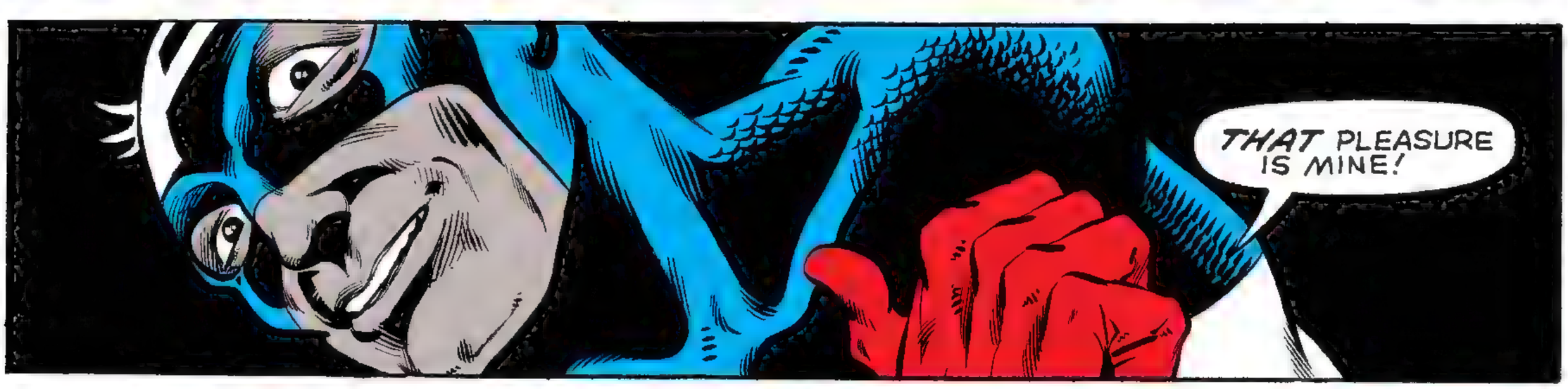
NEVER!

10






HE'S GONE!
THEN FIND HIM... BUT DO NOT KILL HIM UNDER ANY CIRCUMSTANCES!


THAT PLEASURE IS MINE!

ALL EXITS ARE SEALED. HE CAN'T GET FAR.

IT'S JUST A MATTER OF TIME...

11

SEVERAL MINUTES LATER...

JACKSON, IS THAT YOU? DID YOU *GET* HIM?

NO...

THAT'S THE *LAST* OF THEM. JUST YOU AND ME, NOW.

YOU HAVE *SEVERAL* THINGS THAT BELONG TO ME.

IN YOUR WORDS, "*EVERYTHING* I HOLD DEAR."

I *WANT* THEM BACK!

BTOK

12

I'LL *KILL* YOU FOR THAT. DO YOU *HEAR* ME?

I'LL SEE YOU DEAD!

BETTER MEN THAN *YOU* HAVE TRIED.

YES... MY FATHER FOR ONE! BUT YOU *STOLE* HIS GREATNESS!

YOU *DESTROYED* HIM!

NOW *I'LL* DESTROY YOU!

I'LL CRUSH YOU WITH YOUR *OWN* SHIELD--

THE VERY *SYMBOL* OF EVERYTHING YOU LIVE FOR--

--AND EVERYTHING *I* DESPISE!

ALL MY LIFE I'VE WANTED... TRAINED--*PLANNED* FOR THIS ONE GLORIOUS MOMENT!

AND ALL MY LIFE I'VE HEARD THE *SAME* EMPTY THREATS.

NO THREAT. A *CERTAINTY!*

YOU'RE *HURT*... TIRED... SLOW! WE'RE FIGHTING ON *MY* TERMS NOW! NOT YOURS!

13

I SWORE ON MY FATHER'S GRAVE THAT I WOULD MAKE YOU RENOUNCE AMERICA--

AND THE IDEALS OF FREEDOM THAT DROVE HIM TO THAT GRAVE!

IT'S EASY TO SOUND PATRIOTIC HIDING BEHIND A COLORFUL MASK AND INDESTRUCTIBLE SHIELD!

BUT THERE'S NOTHING TO HIDE BEHIND NOW! YOU'RE JUST A MAN-- WEAK... DEFENSELESS!

I WIELD THE BALANCE OF POWER HERE! I'LL SMASH YOU TO YOUR KNEES!

FOR AS LONG... AS I CAN REMEMBER... I HAVE FOUGHT... TO DEFEND MY COUNTRY AND AS LONG... AS AMERICA STANDS...

... SO WILL... CAPTAIN AMERICA...

NO! YOU MUST FALL! YOU HAVE TO!

NEVER...

YOU HAVE NO CHOICE!

14

I WILL *DESTROY* YOU WITH THE VERY SYMBOLS OF FREE-DOM THAT YOU CHERISH.

KATHAAK

*IDEALISM IS *DEAD*, CAPTAIN AMERICA.

IT WILL DIE WITH YOU.

LOOK OUT-- BEHIND YOU! *MOVE!*

CH OK

COULDN'T REACH HIM IN TIME. HE NEEDED *HELP*...

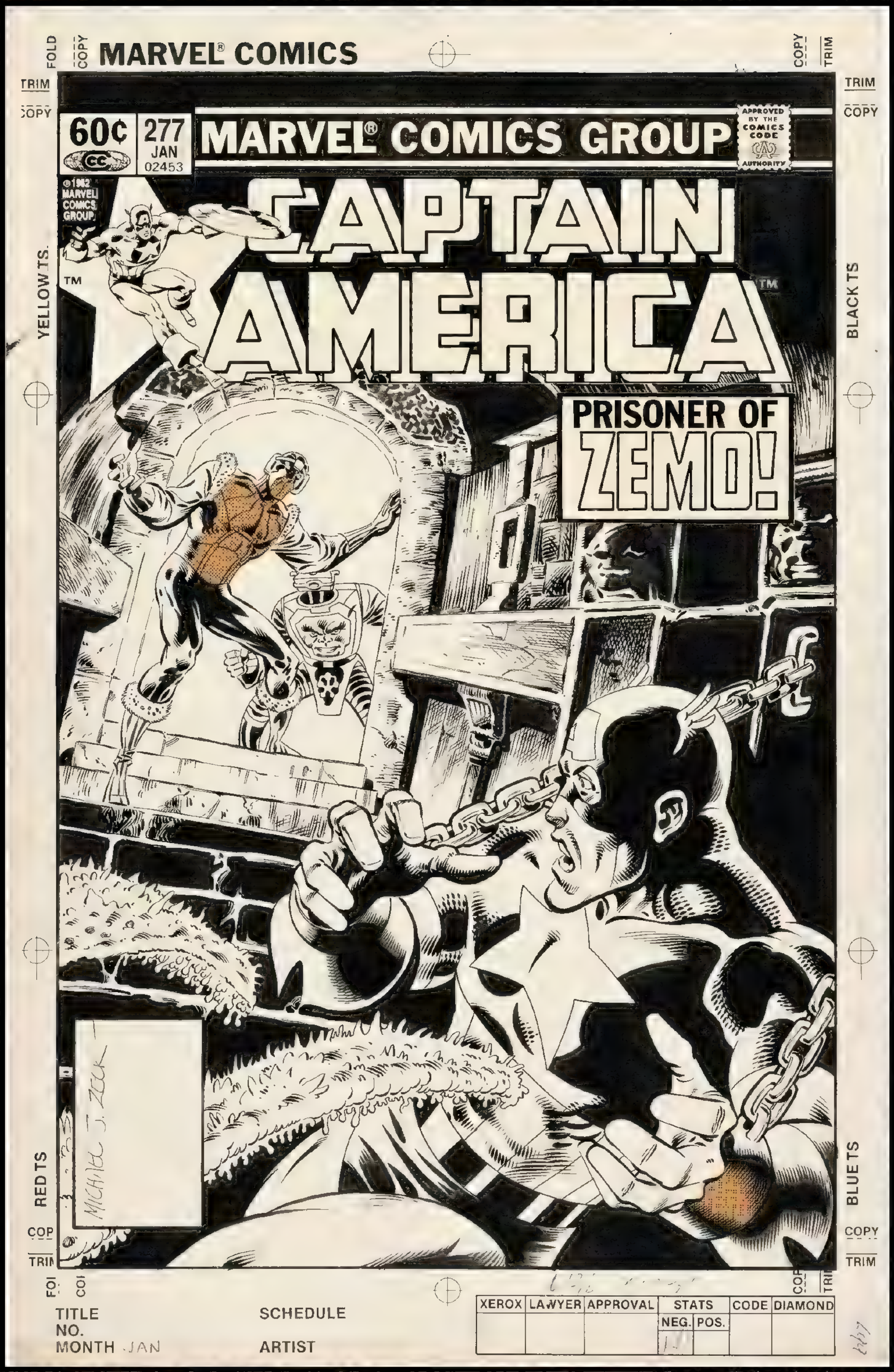
...AND FOUND ONLY DEATH.

THE SHAME IS, HE THREW HIS LIFE AWAY FOR *NOTHING*.

A COSTUME, A SHIELD... OR EVEN A FLAG--THOSE SYMBOLS WHICH *REP-RESENT* FREEDOM-- CAN ALWAYS BE DESTROYED. BUT FREEDOM *IT-SELF*--ENDURES FOREVER.

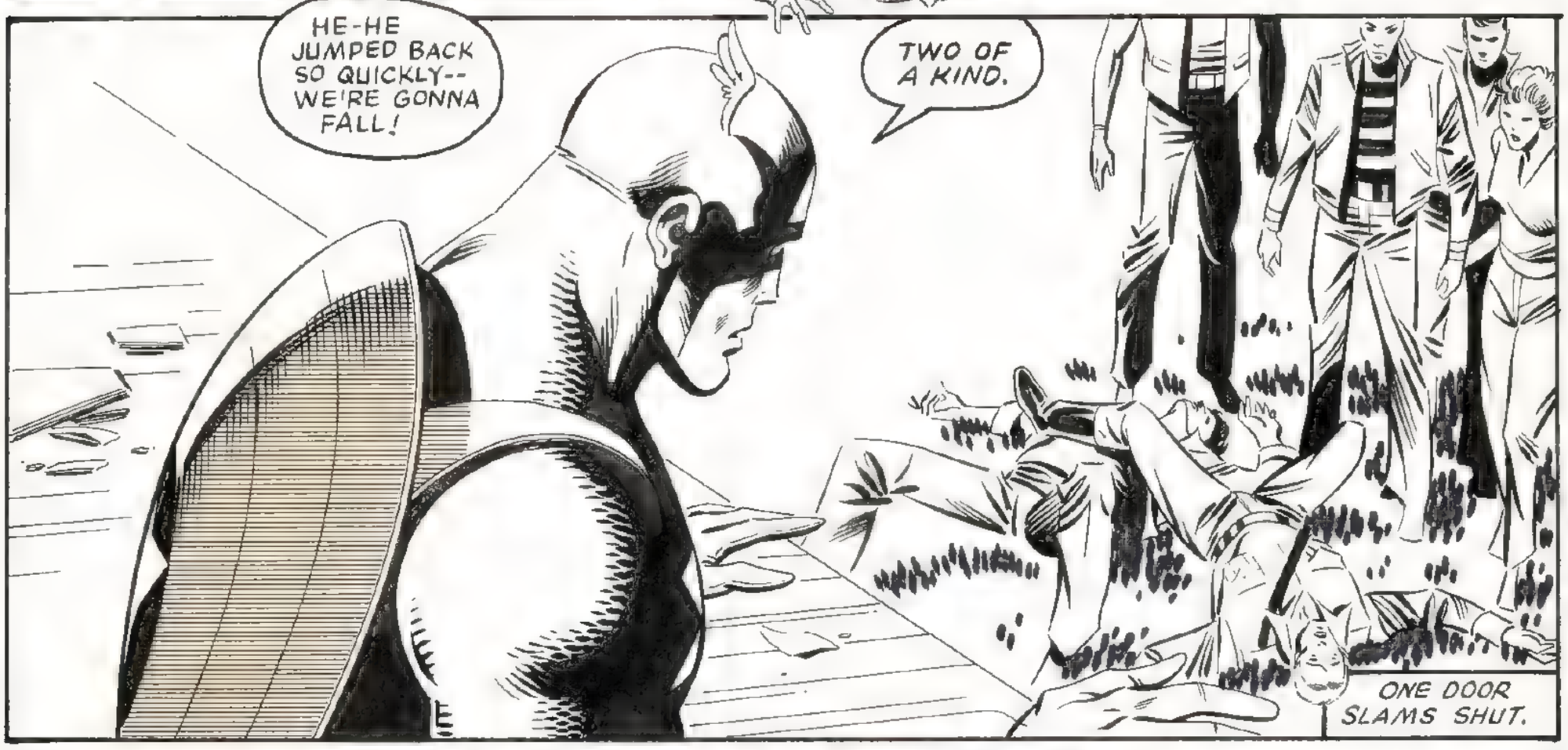
THE END

Captain America #277 cover original art
by Mike Zeck & John Beatty



Courtesy HeritageAuctions.com

Captain America #275, page 22 original art
by Mike Zeck & John Beatty



Courtesy HeritageAuctions.com

Captain America #278, page 4 original art
by Mike Zeck & John Beatty

I *HAD* HOPED TO KEEP YOU ALIVE, CAPTAIN, SO THAT YOU COULD WITNESS -- FROM A DISTANCE, AT LEAST -- PRIMUS'S DESECRATION OF YOUR IDENTITY!

BUT I REALIZE NOW THAT EVERY FREE MOMENT IS PREGNANT WITH THE POTENTIAL FOR ESCAPE -- AND *THAT* I CANNOT ALLOW!

SO I THINK YOU SHALL *DIE*, DEAR CAPTAIN -- BUT DIE KNOWING THAT, EVEN *AFTER* YOUR PASSING --

-- THE FATE OF STEVE ROGERS -- AND ALL THOSE HE HOLDS DEAR -- WILL *STILL* BE IN ZEMO'S HANDS *HAHAHAHAHA!!*

AND WHAT OF ME, MASSSTER? MUSSST YOUR LOYAL SSSERVANT VERMIN SSSTAND AND DIE BESSIDE YOUR MOSSST HATED ENEMY?

SAVE YOUR BREATH, VERMIN -- HE'S GONE! ONLY HIS "PETS" HAVE STAYED BEHIND!

MASSSTER!

CONSCIOUSNESS RETURNS TO ARNIE ROTH... AND HE INSTANTLY WISHES IT HADN'T.

MICHAEL ZECK / JOHN BEATTY

Courtesy HeritageAuctions.com

Captain America #271, page 1 pencil art, option "A"
by Alan Kupperberg

Courtesy HeritageAuctions.com

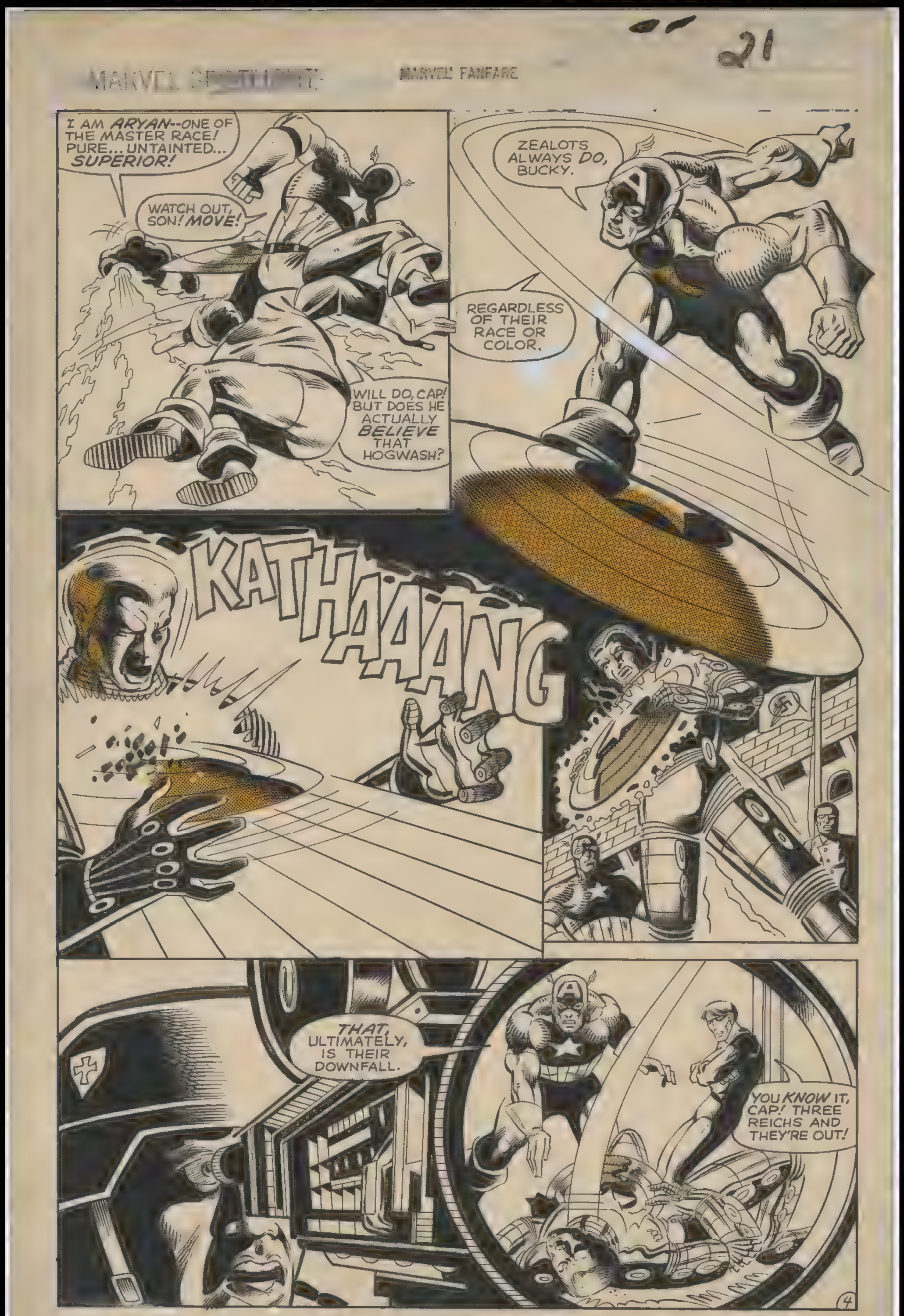
Captain America #271, page 1 pencil art, option "C"
by Alan Kupperberg

Courtesy HeritageAuctions.com

Marvel Fanfare #5, "Shall Freedom Endure…" page 4 pencil art photocopy
by Luke McDonnell

Courtesy Randolph Hoppe

Marvel Fanfare #5, "Shall Freedom Endure…" page 4 original art
by Luke McDonnell & John Beatty



Courtesy Steve Kriozere

BIOGRAPHIES

J.M. DEMATTEIS

Born and raised in Brooklyn, New York, J.M. DeMatteis was a professional musician and rock music journalist before entering the comic book field. DeMatteis took to drawing at a young age, honing his skills well enough that he was invited to attend the School of Visual Arts in Manhattan. By this time, however, he was more interested in writing, and as many aspiring writers of the 1970s did, he broke into comics writing for DC's anthology titles *Weird War Tales* and *House of Mystery*. His early successes included "I…Vampire" and "The Creature Commandos" and credits writing Batman stories in *Detective Comics* and *Brave and the Bold*. This coincided with a disenchantment with the rock-and-roll world after DeMatteis' negative review of the Grateful Dead's 1980 album *Go to Heaven* in *Rolling Stone* brought an undue reaction from Deadheads.

By 1982, DeMatteis had shifted from DC to Marvel, where he blossomed writing the ongoing series *Captain America*, *Marvel Team-Up* and *The Defenders*, which enjoyed a quirky and critically acclaimed run during his tenure. Other highlights of the decade included a run on *Conan the Barbarian*, a four-issue *Prince Namor* miniseries and a pair of breakthrough Epic miniseries: *Moonshadow* and *Blood: A Tale*. Capping off his '80s work for Marvel was "Kraven's Last Hunt," a six-part storyline that is hailed by many as the greatest Spider-Man story of all time. Beginning in 1987, DeMatteis, Keith Giffen and Kevin Maguire collaborated on the award-winning and madcap *Justice League International* and its many spin-offs. DeMatteis also wrote *Mister Miracle*, *The Spectre* and multiple projects in the early years of DC's Vertigo imprint, including the autobiographical *Brooklyn Dreams*. A 1990s return to Marvel featured work on the Spider-Man titles, including the "Clone Saga." At CrossGen, he co-created the celebrated series *Abadazad* with Mike Ploog, which was continued at Hyperion Books. DeMatteis has also written extensively for TV and animated series and penned children's books and fantasy novels. DeMatteis teaches Imagination 101, a workshop exploring the practicalities and metaphysics of writing for comics, graphic novels and animation. He's also the founder of Creation Point, a story consultation service that offers in-depth guidance for both the professional and aspiring writer.

MIKE ZECK

Born in Greenville, Pennsylvania, and raised in Florida, Mike Zeck attended the Ringling School of Art in Sarasota to study illustration. Showing his portfolio at conventions earned him a break providing text-story illustrations for Charlton Comics. That modest start led to work at Marvel, where his first story was a 1977 Thanos backup story in *Logan's Run* #6. He would soon join writer Doug Moench on *Shang-Chi: Master of Kung Fu*, a real treat for the artist, a true Bruce Lee fan. Both readers and editors took note and Zeck's four years drawing Shang-Chi led to a highly regarded stint on *Captain America* with J.M. DeMatteis. By the mid-'80s, Zeck was also contributing covers for Marvel's *G.I. Joe: A Real American Hero* and its sister title, *G.I. Joe Special Missions*, as well as illustrations for *The Official Handbook of the Marvel Universe*. His clean, precise style and compelling storytelling elevated him to renown as one of the industry's top talents. This was never more apparent than in 1984, when Zeck was tapped by Marvel editor-in-chief Jim Shooter to draw comics' first mega-event: *Marvel Super-Heroes Secret Wars*. He followed that up with the art on the first *Punisher* series, a five-issue blockbuster scribed by Stephen Grant, with whom Zeck would reunite for the 1989 Punisher graphic novel *Return to Big Nothing*. Zeck finished out 1986 with a double-sized *Captain America Annual* co-starring Wolverine, then embarked on illustrating "Kraven's Last Hunt" in *Amazing Spider-Man*, *Web of Spider-Man* and *Spectacular Spider-Man*. Written by Cap collaborator DeMatteis, the storyline was a massive hit and stands as one of the evergreen stories in the Spider-Man canon. By the end of the '80s, Zeck had moved to DC, drawing covers to *Batman*, *Detective Comics*, and *Deathstroke the Terminator* among many others. His last regular series work was the Image title *The Damned* with Steven Grant. Zeck launched his own website in 1999 to handle his commission work and continues an active appearance schedule at conventions.

DAVID ANTHONY KRAFT

David Anthony Kraft has made his mark in comics as a writer, editor, publisher and industry journalist. He broke into comics at the age of 18, and by 1974 had launched his own science fiction/fantasy publishing company, Fictioneer, and made inroads as a rock music critic.

Kraft's tenure at Marvel also began in 1974; his early years were spent as an associate editor working with Don McGregor and Roy Thomas on the company's color comics and later the black-and-white magazines, including *The Deadly Hands of Kung Fu* and *Rampaging Hulk*. Meanwhile, he scored writing credits with stories in *Tales of the Zombie* and *Haunt of Horror*. He also wrote a pair of stories in *Giant-Size Dracula* and notched a five-issue run writing Man-Wolf in *Creatures on the Loose*. At Atlas/Seaboard Comics, he worked as an assistant editor and writer before starting to write for DC in 1976 with work on *Secret Society of Super-Villains*, *Blackhawk* and *Kamandi*. By the following year, Kraft was back at Marvel and fully entrenched for a six-year run. On top of editing the Marvel fan magazine *F.O.O.M.*, Kraft took over writing duties on *Logan's Run* and *The Defenders*, where he would start a 24-issue run as writer. Kraft also got to wield his passion for rock music on a pair of stories in the tabloid-sized *Marvel Comics Super Special* magazine—a Beatles biography and an adaptation of the Bee Gees film *Sgt. Pepper's Lonely Hearts Club Band*—both also drawn by frequent art collaborator George Pérez.

In 1980, Kraft took the reins of *Savage She-Hulk* after its first Stan Lee-scripted issue and would write the series to its finale

two years later. Kraft wound up his 1980s tenure with Marvel writing *Captain America* and *Marvel Two-In-One*, an adaptation of *The Dark Crystal* and various children's titles for Marvel Books. After a 13-issue stint writing *World's Finest Comics* for DC, Kraft focused primarily on his own publishing pursuits, most prominently *Comics Interview* magazine, a long-running and popular insider account of the comic book industry, as well as a line of comics that included the first work by Brian Stelfreeze and other talents. Kraft also worked as a story editor for TV, including credits on *G.I. Joe Extreme* and *Street Fighter*. Some of his final credits before passing away in 2021 included writing for a revitalized *Tales from the Crypt* and editing, co-writing and laying out the graphic novel *Yi Soon Shin*.

ALAN KUPPERBERG

Alan Kupperberg's experience with all facets of writing, art, advertising and design helped make him a "jack of all trades" in comics, with credits as a writer, penciler, inker and letterer. He began his career in the early 1970s in DC Comics' production department and Neal Adams and Dick Giordano's Continuity Associates studio. Kupperberg's first art credit was a single-page story in *Young Romance* #183 (June 1972). In 1974, he moved to Atlas/Seaboard where he served as a letterer, colorist, editor and production manager. After Atlas/Seaboard's demise, Kupperberg started working at Marvel, including penciling an adaptation of Robert Bloch's "The Living Dead" in *Vampire Tales* #5. He was a frequent contributor to *Crazy Magazine*, which often featured his scripts for the "Obnoxio the Clown Fun Pages." Clowns seemed to be a preoccupation for Kupperberg, as he would illustrate Frenchy the Evil Clown in *National Lampoon*, and would write, draw and letter the 1983 *Obnoxio vs. the X-Men* one-shot. Kupperberg racked up an impressive amount of fill-in and pinch-hit jobs on Marvel titles like *Captain America*, *Defenders*, *Doctor Strange* and *Avengers*, plus short runs on *Amazing Spider-Man*, *Marvel Two-In-One*, *Thor* and *Spitfire and the Troubleshooters*. He also drew several issues of *What If?* and the four-issue miniseries *Iceman*, and is perhaps best known for long runs on *Invaders* and DC's *Blue Devil*. Kupperberg also served as illustrator of the syndicated comic strips *Hulk*, *Howard the Duck*, and *Little Orphan Annie*. Kupperberg passed away in 2015.

RON WILSON

Brooklyn-born Ron Wilson took his comic art aspirations to Marvel as an 18-year-old and was told by veteran Frank Giacoia that his talent level was "six months away" from getting him work. In 1973, as freshman at the Brooklyn Technical College of Art, Wilson submitted new samples and was hired to draw stories in Marvel's horror comics. Soon, Wilson turned out quick and quality work on covers, learning the ropes beside the production staff and legends such as John Buscema. Stories in *Power Man*, *Giant-Size Man-Thing* and *Master of Kung Fu* led to the title—and character—he would be most associated with for the rest of his career: the Thing's *Marvel Two-In-One*. He drew most of the next thirty issues of the title, took a respite to draw the black-and-white *The Hulk!* magazine, and then returned to *Marvel Two-In-One* in the latter part of 1980 to draw most of the rest of its 100-issue run. Once the team-up concept for the Thing drew to a close, Wilson was given the launch of a new *Thing* solo series written by John Byrne; he would draw the first 33 issues of the title. Other credits of the late '80s include the *Wolfpack* mini-series and graphic novel written by Larry Hama, the Star Comics adaptation of *Masters of the Universe*, and *Super Boxers*, Wilson's creator-owned graphic novel collaboration with Byrne. In the 1990s, Wilson left monthly comic book illustration but he continues to work today as a commission artist.

Biographies researched and written by John Rhett Thomas

MARVEL MASTERWORKS

THE MARVEL MASTERWORKS LIBRARY PRESENTS THE WORLD'S GREATEST COMIC BOOKS, PAINSTAKINGLY RESTORED FROM THE HIGHEST-QUALITY SOURCES AND WITH THE MOST DILIGENT ARCHIVAL METHODS.

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over America, a new storytelling medium was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States. At the forefront of this new medium was Timely Comics, a young company staffed by such legendary creators as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee.

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-7
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the Golden Age retooled to take on the threat of Communism. From Western gunfighters to crime to horror, the Atlas Era had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

In August 1961, change hit newsstands: *The Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. They were real characters placed in extraordinary circumstances. They lived together, they fought among themselves — and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different — the beginning of the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

THE AMAZING SPIDER-MAN VOLS. 1-25
ANT-MAN/GIANT-MAN VOLS. 1-3
THE AVENGERS VOLS. 1-23
THE BLACK PANTHER VOLS. 1-3
BROTHER VOODOO VOL. 1
CAPTAIN AMERICA VOLS. 1-16
CAPTAIN MARVEL VOLS. 1-6
THE CHAMPIONS VOL. 1
DAREDEVIL VOLS. 1-18
DAZZLER VOLS. 1-4
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-8
DOCTOR STRANGE VOLS. 1-10
THE FANTASTIC FOUR VOLS. 1-25
GHOST RIDER VOLS. 1-5
HOWARD THE DUCK VOLS. 1-2
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-17
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-17
IRON FIST VOLS. 1-2
KA-ZAR VOLS. 1-3
KILLRAVEN VOL. 1
LUKE CAGE VOLS. 1-3
MARVEL RARITIES VOL. 1
MARVEL TEAM-UP VOLS. 1-7
MARVEL TWO-IN-ONE VOLS. 1-7
THE MIGHTY THOR VOLS. 1-22
MS. MARVEL VOLS. 1-2
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
NOT BRAND ECHH VOL. 1
OMEGA THE UNKNOWN VOL. 1
RAWHIDE KID VOLS. 1-2
THE SAVAGE SHE-HULK VOLS. 1-2
SGT. FURY VOLS. 1-4
THE SPECTACULAR SPIDER-MAN VOLS. 1-6
SPIDER-WOMAN VOLS. 1-4
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-8
THE TOMB OF DRACULA VOLS. 1-3
WARLOCK VOLS. 1-2
WEREWOLF BY NIGHT VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-16

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MARVEL COMICS GROUP
CAPTAIN AMERICA
CAP HELPS A FRIEND FROM HIS PAST— BUT AT WHAT PRICE?
"SOMEONE WHO CARES!"

60¢ 272 AUG
MARVEL COMICS GROUP
CAPTAIN AMERICA

60¢ 273 SEPT
MARVEL COMICS GROUP
CAPTAIN AMERICA
AND THE HOWLING COMMANDOS!
WHAT MORE CAN WE SAY BUT--
WA-HOOO!

60¢ 274 OCT
MARVEL COMICS GROUP
CAPTAIN AMERICA
BARON STRUCKER IS BACK – WITH A VENGEANCE!
AND HE WANTS – TO KILL A COMMANDO!

60¢ 275 NOV
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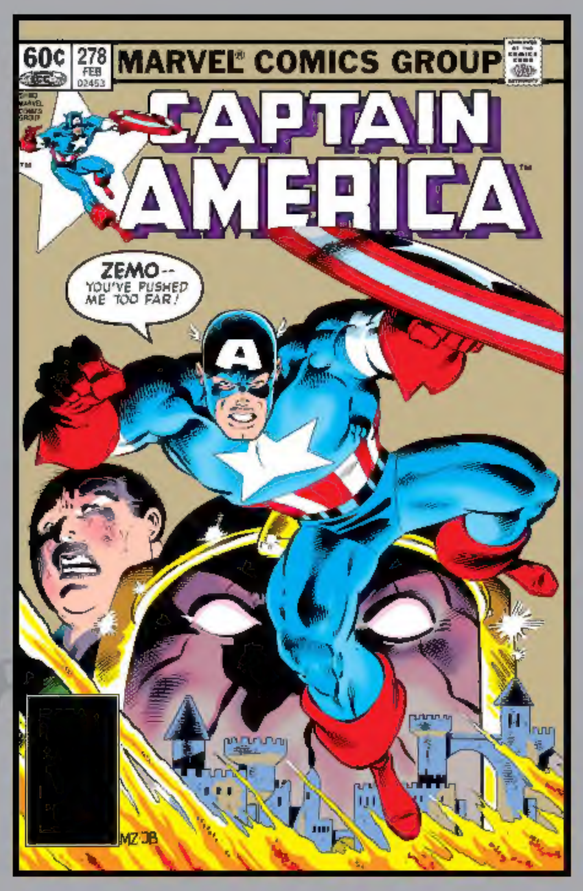
CAPTAIN AMERICA

60¢ 276 DEC
MARVEL COMICS GROUP
CAPTAIN AMERICA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CAPTAIN AMERICA
ZEMO-- YOU'VE PUSHED ME TOO FAR!

60¢ 279 MAR
MARVEL COMICS GROUP
CAPTAIN AMERICA
HOW CAN CAP BE FIGHTING STEVE ROGERS WHEN HE IS STEVE ROGERS?

60¢ 280 APR
MARVEL COMICS GROUP
CAPTAIN AMERICA
THE SINISTER SCARECROW IS BACK--AND HE'S OUT FOR BLOOD!

MARVEL